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Elizabeth Ziegler Young, for the United States Trustee Elizabeth.A.Young@usdoj.gov

IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

Debtors-in-Possession.	§	Jointly Administered
	§	
	§	
	§	CHAPTER 11
	§	
Eiger BioPharmaceuticals, Inc., et al.,	§	
	§	Case No. 24-80040-SGJ-11
In re:	§	

United States Trustee's Emergency Motion to Transfer Venue or Dismiss under 28 U.S.C. §§ 1406 and 1408 and Fed. R. Bankr. P. 1014(a)(2)

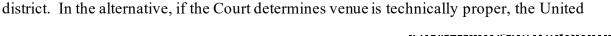
Emergency relief has been requested. Relief is requested not later than 9:30 a.m. on April 23, 2024. If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

TO THE HONORABLE STACEY G. JERNIGAN, U.S. BANKRUPTCY JUDGE:

Kevin M. Epstein, the United States Trustee for Region 6 ("United States

Trustee"), moves to transfer or dismiss the above-captioned cases under 28 U.S.C.

§§ 1406 and 1408 and Fed. R. Bankr. P. 1014(a)(2) because venue is not proper in this



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States Trustee moves to transfer venue of these cases in the interest of justice under 28 U.S.C. § 1412. The United States Trustee would respectfully show:

SUMMARY

Venue is improper in this District because on the face of their petitions, none of the debtors in these jointly administered cases (collectively, "the Debtors") satisfy any of the permissible bases for venue under 28 U.S.C. § 1408. Specifically, none of the Debtors is domiciled in Texas, and none of the Debtors has its principal place of business or its principal assets in the Northern District of Texas. Because venue in this District is improper, the Court has no discretion to retain these cases and must either immediately transfer venue to a proper district or dismiss under 28 U.S.C. § 1406.

But even if this Court determines that venue is technically proper under 28 U.S.C. § 1408, it should nevertheless exercise its discretion to transfer venue in the interest of justice under 28 U.S.C. § 1412 because the Debtors lack any meaningful relationship with this District. Under either section, should the Court transfer venue, it should order these cases transferred to either the Northern District of California or the District of Delaware, the two districts where venue is proper. The United States Trustee defers to the views of the Debtors and their creditors as to which of these potential transferee districts would be more appropriate.

FACTS

General background

1. Debtor Eiger BioPharmaceuticals, Inc. ("Eiger") is the parent company and the 100% owner of the other four Debtors in these cases, EBPI Merger Inc. ("EBPI"), EB Pharma LLC ("EB Pharma"), Eiger BioPharmaceuticals Europe Ltd. ("Eiger Europe"),

and EigerBio Europe Ltd. ("EigerBio"). *See* Declaration of David Apelian in Support of the Chapter 11 Petitions and First Day Pleadings ("Apelian Decl.") [24-80040, docket no. 19] at Exhibit A. Eiger's existing common stock is publicly traded on the NASDAQ under ticker symbol "EIGR." Apelian Decl. ¶ 12. The Debtors assert that, based on Eiger's stock price, Eiger is likely to be solvent. *Id.* ¶ 8.

- 2. Eiger's chapter 11 petition states that it is a Delaware corporation with a principal place of business in Palo Alto, California. *See* Case 24-80040, docket no. 1 ("Eiger Petition") at 1, 6.
- 3. In box 4 of the Eiger Petition, the space marked "Location of principal assets, if different from principal place of business" is blank. *Id.* at 1.
- 4. EBPI and EB Pharma are organized or incorporated under the laws of Delaware and state on their petitions that their principal place of business, mailing address, and principal business assets are in Palo Alto, California. [24-80041, docket no. 1; 24-80042, docket no. 1].
- 5. Eiger Europe is incorporated in the United Kingdom and states on its petition that its principal place of business, mailing address, and principal business assets are in Thame, Oxfordshire, United Kingdom. [24-80043, docket no. 1 at 1].
- 6. EigerBio is incorporated in Ireland and states on its petition that its principal place of business, mailing address, and principal business assets are in Dublin, Ireland. [24-80044, docket no. 1 at 1].
- 7. A table with a list of Debtors, addresses, and corporate registration locations is attached as **Exhibit 1**.

- 8. Apart from the filing of these cases, the Apelian Declaration does not disclose any property, activities, or operations by any of the Debtors in the state of Texas.
- 9. None of the Debtors is registered with the Texas Secretary of State to do business in Texas.¹

Bankruptcy filing

- 10. On April 1, 2024 ("Petition Date"), the Debtors filed voluntary chapter 11 petitions in the U.S. Bankruptcy Court for the Northern District of Texas.
- 11. On April 5, 2024, the court entered an order directing joint administration of all five debtors under Eiger's lead case number 24-80040-SGJ-11. [24-80040, docket no. 81].
- 12. Under item 11 of its chapter 11 petition ("Why is this case filed in this district?"), Eiger checked the box attesting to the fact that it had "maintained a principal place of business or its principal assets within the Northern District of Texas for the prior 180 days or for a longer portion of such 180 days than in any other district." [24-80040, docket no. 1 at 3].
- 13. The other four Debtors indicated under item 11 of their petitions that they filed in this district because of a "bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district." [24-80041, docket no. 1 at 3, 24-80042, docket no. 1 at 3, 24-80043, docket no. 1 at 3, 24-80044, docket no. 1 at 3].
- 14. Chief Executive Officer David Apelian, MD, PhD, MBA, signed all five petitions under penalty of perjury. [24-80040, docket no. 1 at 4, 24-80041, docket no. 1 at 4, 24-80042, docket no. 1 at 4, 24-80043, docket no. 1 at 4, 24-80044, docket no. 1 at 4].

ARGUMENT

¹ See, https://www.sos.state.tx.us/lef/index.aspx.

Venue For a Corporate Debtor Under 28 U.S.C. § 1408 Is Proper Only Where It Is Domiciled or Has a Principal Place of Business or Principal Assets in the 180 Days Before Filing

- 15. Under section 1408 of title 28, United States Code, a debtor may file a bankruptcy petition in a particular judicial district *only* if that district is one:
 - (1) in which the domicile, residence, principal place of business in the United States, or principal assets in the United States, of the person or entity that is the subject of such case have been located for the one hundred and eighty days immediately preceding such commencement, or for a longer portion of such one-hundred-and-eighty-day period than the domicile, residence, or principal place of business, in the United States, or principal assets in the United States, of such person were located in any other district; or
 - (2) in which there is pending a case under title 11 concerning such person's affiliate, general partner, or partnership.

28 U.S.C. § 1408.

16. Venue in a particular district is proper if a debtor satisfies any one of the prongs of section 1408. See In re Dunmore Homes, Inc., 380 B.R. 663, 670 (Bankr. S.D.N.Y. 2008) (section 1408 "is written in the disjunctive making venue proper in any of the listed locations"). If none of those prongs are satisfied, however, venue is not proper, and the Court must transfer or dismiss the case. See 28 U.S.C. § 1406 (court "shall" dismiss or transfer improperly venued case); In re Houghton Mifflin Harcourt Publ'g Co., 474 B.R. 122, 134 (Bankr. S.D.N.Y. 2012) (transferring case from an improper venue where "the Court cannot find satisfaction of any of the four bases under § 1408(1)").

The Debtors Cannot Establish Venue in the Northern District of Texas Under 28 U.S.C. § 1408

17. In these cases, the Debtors have alleged venue for Eiger under 28 U.S.C. § 1408(1) based on their representation that Eiger had its "domicile, principal place of business, or principal assets in this district" either in the 180 days immediately before the Petition Date or the longer part of this 180-day period than any other district." Eiger Petition at 3. For

all other Debtors, venue is based solely on those Debtors' status as affiliates of Eiger. Thus, venue for all five Debtors is proper in this district if, and only if, venue is proper for Eiger. *See* 11 U.S.C. § 1408(2). Based on the Debtors' admissions on the face of their chapter 11 petitions and in the Apelian Declaration, neither Eiger nor the other Debtors can satisfy any of the bases for venue in the Northern District of Texas under subsection (1) of section 1408.

- (i) Domicile or residence.
- 18. In the case of a business entity, a debtor's domicile for venue purposes is the state in which that debtor was organized or incorporated. *See In re ERG Intermediate Holdings, LLC*, No. 15-31858-HDH11,2015 WL 6521607, at *4 (Bankr. N.D. Tex. Oct. 27, 2015). Debtors' petitions and declarations reflect that Eiger is a Delaware corporation and that the other Debtors are organized under the laws of Delaware, the United Kingdom, or Ireland. Thus, none of the Debtors may establish venue in Texas based on the "domicile or residence" prong of section 1408(1).
 - (ii) Principal place of business.
- 19. A "principal place of business" is a company's "actual center of direction, control, and coordination, *i.e.*, the 'nerve center,'" *Hertz Corp. v. Friend*, 559 U.S. 77, 93 (2010) (internal citation omitted); *see also In re Peachtree Lane Assocs.*, 150 F.3d 788, 795 (7th Cir. 1998) ("principal place of business" under section 1408 refers to "the location of the entity's primary decisionmakers"); *Commonwealth of P.R. v. Commonwealth Oil Refin. Co.* (*In re Commonwealth Oil Refin. Co.*), 596 F.2d 1239, 1246 (5th Cir. 1979) (holding, under predecessor statute to section 1408, that principal place of business for bankruptcy venue is "where a debtor manages its business").

- 20. Debtors' petitions each represent that their principal places of business are in Palo Alto, California (for the U.S.-based Debtors) or in Europe. None of the petitions alleges a place of business or mailing address in Texas, and none of the Debtors is registered or licensed to do business in Texas. As such, none of the Debtors can establish venue in this district based on their principal place of business.
 - (iii) Place of principal assets.
- 21. Although the Debtors have not yet filed their schedules and statements, the Apelian Declaration does not identify any assets, operations, or properties of the Debtors in the Northern District of Texas. In the case of Eiger, however, its principal assets appear to be its equity ownership of the remaining Debtors. *See In re Houghton Mifflin Harcourt Pub. Co.*, 474 B.R. 122, 136 (Bankr. S.D.N.Y. 2012) (concluding that, in the case of debtor holding company, "principal asset" for purpose of 28 U.S.C. § 1408 was ownership interest in subsidiaries). For purposes of venue, the location of an equity ownership interest is generally either the domicile of the owner (in this case Delaware) or the place of incorporation of the subsidiary (either Delaware, the United Kingdom, or Ireland). *See generally In re Blixseth*, 484 B.R. 360, 367–68 (B.A.P. 9th Cir. 2012) (discussing cases). But in any event, there appears to be no basis to assign the location of Eiger's equity interests in the other Debtors to Texas, a state in which none of the Debtors is organized.
- 22. For these reasons, none of the potential bases for venue in this District are available to Eiger. And because the other Debtors base their venue in this district exclusively on their status as Eiger's affiliate, the lack of venue for Eiger's case also renders the other four Debtors' cases improperly filed.

The Court Does Not Have Discretion to Retain These Cases and Must Either Dismiss or Transfer

- 23. Under the venue statute applicable to all federal cases, "[the] court of a district in which is filed a case laying venue in the wrong division or district shall dismiss, or if it be in the interest of justice, transfer such case to any district or division in which it could have been brought." 28 U.S.C. § 1406.
- 24. Similarly, under Bankruptcy Rule 1014, if a petition is filed in an improper district, "the court, may dismiss the case or transfer it to any other district if the court determines that transfer is in the interest of justice or for the convenience of the parties." Fed. R. Bankr. P. 1014(a)(2); see also Fed. R. Bankr. P. 1014, 1987 Advisory Comm. Note (explaining that "[t]he rule is amended to delete the reference to retention of a case commenced in the improper district. Dismissal of a case commenced in the improper district as authorized by 28 U.S.C. § 1406 has been added to the rule").
- 25. For these reasons, dismissal or transfer is mandatory upon a finding that a bankruptcy case lacks venue. *See Thompson v. Greenwood*, 507 F.3d 416 (6th Cir. 2007); *In re Asanda Air II LLC*, 600 B.R. 714, 723 (Bankr. N.D. Ga. 2019) ("[a]s a general matter, a court cannot retain an improperly 'venued' case"); *Palmer v. Dau*, No. 6:10-cv-248, 2010 WL 2740075, at *2 (M.D. Fla. July 12, 2010) ("[w]hen a case is brought in an improper venue in bad faith, it should be dismissed"); *Houghton Mifflin*, 474 B.R. at 134.

In the Alternative, the Court Should Transfer Venue in the Interest of Justice

26. Although transfer or dismissal is mandatory if Debtors do not satisfy section 1408's requirements, the Court should in the alternative transfer the case under 28 U.S.C. § 1412 even if it were to determine that venue is technically proper. As courts have recognized, transfer under the "interest of justice" prong of section 1412 is appropriate whenever the debtor lacks meaningful contacts with the venue in which the case was filed

and where venue was instead manufactured as part of the debtor's pre-bankruptcy planning. See In re Patriot Coal Corp., 482 B.R. 718, 746 (Bankr. S.D.N.Y. 2012) (holding that debtor may not "creat[e] facts in order to satisfy the statute, as opposed to taking advantage of the facts as they existed," and ordering venue transferred under section 1412 where venue was technically proper but based on incorporation of new affiliate on eve of bankruptcy).

27. In this case, as discussed above, the history, operations, and corporate structure of the Debtors do not indicate any connections with the Northern District of Texas, much less connections sufficient to create venue in this Court. But if the Court concludes, for some reason, that venue technically exists, the rationale of *Patriot Coal* should compel the Court to transfer venue under 28 U.S.C. § 1412 in the interest of justice.

The United States Trustee Defers to the Views of Creditors on Whether These Cases Should be Transferred to Delaware or the Northern District of California

28. If the Court chooses to transfer these cases and not dismiss, proper venue would appear to exist in either the District of Delaware, as the corporate domicile of Eiger, EBPI, and EB Pharma, or the Northern District of California, as the Debtors' principal place of business within the United States. The United States Trustee defers to the views of the Debtors and their creditors and other parties in interest on the most appropriate remedy. But there must be a remedy; these cases cannot remain in this District.

Conclusion

The United States Trustee respectfully requests that the Court dismiss or transfer these cases. The United States Trustee further respectfully requests that the Court grant any other relief to which he might be entitled.

DATED: April 11, 2024 Respectfully submitted,

KEVIN M. EPSTEIN UNITED STATES TRUSTEE

/s/ Elizabeth Ziegler Young

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Certificate of Conference

I certify that on April 11, 2024, I conferred with William Curtin and Tom Califano, counsel for the Debtors. Mr. Califano and Mr. Curtin represented to me that the Debtors oppose both the United States Trustee's Motion and the United States Trustee's request to set the Motion for emergency consideration. They request that the motion be set after April 23, 2024, the date of the first sale hearing. The Debtors, however, declined to waive timeliness of the motion to transfer venue as a defense if the motion were heard after April 23, 2024.

/s/ Elizabeth Ziegler Young

Elizabeth Ziegler Young

Certificate of Service

I certify that I sent copies of this motion on April 11, 2024, to all parties listed on the attached matrix via BMC Group, excluding the redacted addresses. Redacted addresses will be served upon receipt of the redacted matrix.

/s/ Elizabeth Ziegler Young
Elizabeth Ziegler Young

Debtor Name and Case Number	Filing Date and Time	State/Country of Incorporation	Licensed to Do Business in California?	Licensed to do Business in Texas?	Principal Place of Business Mailing Address Location of Principal Assets (From Petition)
Eiger BioPharmaceuticals, Inc., 24-80040	April 1, 2024 08:46:13	Delaware File No. 5104516	⊠Yes □No	□Yes ⊠No	2155 Park Boulevard Palo Alto, California 94306 Santa Clara County
EBPI Merger, Inc., 24-80041	April 1, 2024 09:00:45	Delaware File No. 4620225	□Yes ⊠No	□Yes ⊠No	2155 Park Boulevard Palo Alto, California 94306 Santa Clara County
EB Pharma, LLC 24-80042	April 1, 2024 9:11:13	Delaware File No. 5615900	⊠Yes □No	□Yes ⊠No	2155 Park Boulevard Palo Alto, California 94306 Santa Clara County
Eiger BioPharmaceuticals Europe Ltd. 24-80043	April 1, 2024 09:32:31	United Kingdom Co. No. 08561400	□Yes ⊠No	□Yes ⊠No	30 Upper High Street Thame, Oxfordshire, OX9 3EZ United Kingdom
EigerBio Europe Ltd. 24-80044	April 1, 2024 9:40:33	Ireland Reg. No. 646778 ¹	□Yes ⊠No	□Yes ⊠No	Room 002 28-32 Pembroke Street Upper Dublin 2, Ireland D02NT28 Ireland

¹ Registered address 1 Castlewood Avenue, Rathmines Dublin 6, D06 H685, Rathmines, Dublin, D06H685, Ireland

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DONAHUE & PARTNERS LLP 1 MANHATTAN WEST 395 9TH AVENUE - 6TH FLOOR NEW YORK, NY 10001

DONNELLEY FINANCIAL SOLUTIONS, LLC DONNELLEY FINANCIAL, LLC P.O. BOX 830181 PHILADELPHIA, PA 19182-0181

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EB PHARMA LLC 2155 PARK BOULEVARD PALO ALTO, CA 94306

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EIGER BIOPHARMACEUTICALS EUROPE LIMITED 30 UPPER HIGH STREET THAME, OXFORDSHIRE, OX9 3EZ UNITED KINGDOM

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EIGER BIOPHARMACEUTICALS, INC. 2155 PARK BOULEVARD PALO ALTO, CA 94306

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Equal Employment Opportunity Commission 131 M Street, NE Washington, DC 20507

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Equal Employment Opportunity Commission California Department of Justice Equal Employment Rights & Resolution 1300 I Street Sacramento, CA 95814

EQUINITI TRUST COMPANY, LLC. EQUINITI TRUST COMPANY, LLC PO BOX 851699 MINNEAPOLIS, MN 55485-1699

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FIREFLY SOLUTIONS, LLC FIREFLY SOLUTIONS 111 WATCHUNG DR BASKING RIDGE, NJ 07920

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FRONTAGE LABORATORIES FRONTAGE LABORATORIES, INC. 700 PENNSYLVANIA DRIVE EXTON, PA 19341

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HAHN INTERNATIONAL INC 2359 TORRANCE BOULEVARD TORRANCE, CA 90501

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HH CONSULTANCY 16894 ST ANDREWS RD CALEDON, ON L7C 2R9 CANADA

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Medicines & Healthcare products Regulatory Agency 10 South Colonnade London, E14 4PU United Kingdom

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MEDICINES AND HEALTHCARE PRODUCTS REGULATORY AGENCY MEDICINES AND HEALTHCARE PRODUCTS 10 S COLONNADE LONDON, E144PU, UNITED KINGDOM

MEDMIX US INC. HESELMEIER, INC. 126 JOHN STREET, SUITE 11 LOWELL, MA 01852

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MERRILL LYNCH 2049 CENTURY PARK E STE 1200 CENTURY CITY, CA 90067

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MERRILL LYNCH 2049 CENTURY PARK E STE 1200 CENTURY CITY, CA 90067

MILLBRIDGE PHARMACEUTICAL SCIENCE PONTYFELIN HOUSE PONTYFELIN LANE NEW INN TORFAEN, NP4 0NY UNITED KINGDOM

MINARET CONSULTING LIMITED STAR COURT, THAMES STREET, SONNING READING RENFREWSHIRE UNITED KINGDOM

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MOSS ADAMS LLP 999 THIRD AVENUE, SUITE 2800 SEATTLE, CA 98104

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NASDAQ CORPORATE SOLUTIONS NASDAQ CORPORATE SOLUTIONS, LLC -LBX #11700 P.O. BOX 780700 PHILADELPHIA, PA 19178-0700

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NEVES CONSULTING LIMITED
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DUBLIN
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New Jersey Department of Health 140 E Front St, Trenton, NJ 08608

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New Jersey Division of Taxation PO Box 666 Trenton, NJ 08646-0666

NEWFRONT INSURANCE SERVICES NEWFRONT INSURANCE SERVICES, LLC - NFT CHECKING PO BOX 7841 SAN FRANCISCO, CA 94120-7841

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PHARMALEX US CORPORATION 1700 DISTRICT AVENUE, SUITE 100 BURLINGTON, MA 01803

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State of California Franchise Tax Board Franchise Tax Board Sacramento, CA 95827-1500

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State Of Delaware Department Of Finance Office Of Unclaimed Property Attn Holder Reporting Team P.O. Box 8923 Wilmington, DE 19899

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TEXAS DEPARTMENT OF STATE HEALTH SERVICES, FOOD & DRUG LICENSING PO BOX 12008 AUSTIN, TX 78711

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US Department of Justice 950 Pennsylvania Ave NW Washington, DC 20530-0001

US Patent and Trademark Office USPTO Madison Building 600 Dulany Street Alexandria, VA 22314

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