No. SU-2025-0291-MP

In the Rhode Island Supreme Court

STACY KNELL,
PLAINTIFF,

v.

AVCO CORPORATION, *a wholly owned subsidiary of Textron, Inc.*;
LYCOMING ENGINES, *an operating division of AVCO Corporation*;
and JOHN DOES 1–5,
DEFENDANTS.

On Certified Question Pursuant To Rule 6 Of The Supreme Court Rules Of Appellate Procedure From The United States District Court For The District Of Rhode Island (C.A. No. 25-Cv-105-JJM-PAS)

BRIEF OF AMICI CURIAE CHAMBER OF COMMERCE OF THE UNITED STATES OF AMERICA AND AMERICAN PROPERTY CASUALTY INSURANCE ASSOCIATION SUPPORTING DEFENDANTS

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INTEREST OF *AMICI*

Amicus the Chamber of Commerce of the United States of America ("the Chamber") has a direct and substantial interest in this case. The Chamber is the world's largest business federation. It represents approximately 300,000 direct members and more than three million companies and professional organizations of every size, in every industry sector, and from every region of the Nation. An important function of the Chamber is to represent the interests of its members in matters before Congress, the Executive Branch, and the courts. To that end, the Chamber regularly files *amicus curiae* briefs in cases, like this one, that raise issues of concern to the Nation's business community. These important issues include the scope of state courts' personal jurisdiction over businesses. *See, e.g.*, Brief of the Chamber of Commerce of the United States of America, et al. as *Amici Curiae*, *Mallory v. Norfolk S. Ry. Co.*, No.21-1168 (U.S. Sept. 2, 2022); Brief of the Chamber of Commerce of the United States of America, et al. as *Amici Curiae*, *Ford Motor Co. v. Mont. Eighth Jud. Dist. Ct.*, Nos.19-368 & -369 (U.S. Mar. 6, 2020); Brief of the Chamber of Commerce of the United States of America, et al. as *Amici Curiae*, *Bristol-Myers Squibb Co. v. Superior Court*, No.16-466 (U.S. Mar. 8, 2017); Brief of the Chamber of Commerce of the United States of America, et al. as *Amici Curiae*, *Walden v. Fiore*, No.12-574 (U.S. June 4, 2013).

The American Property Casualty Insurance Association ("APCIA") is the primary national trade association for home, auto, and business insurers. It promotes and protects the viability of private competition for the benefit of consumers and insurers, with a legacy dating back one hundred and fifty years. APCIA's member companies represent 66% of the United States' property casualty insurance market and over 75% of Rhode Island's property casualty insurance market. On issues of importance to the insurance industry and marketplace, such as the scope of state courts' personal jurisdiction over insurers and their insureds, APCIA advocates sound and progressive public policies on behalf of its members in legislative and regulatory forums at the federal and state levels and submits *amicus curiae* briefs in significant cases before federal and state courts.

INTRODUCTION AND SUMMARY OF ARGUMENT

Modern personal-jurisdiction doctrine rests on two pillars: predictable limits and fair notice. General jurisdiction applies when a corporation is "at home"—that is, in its place of incorporation and principal place of business. Specific jurisdiction, in contrast, links the forum to the dispute, so that the plaintiff's claims "arise out of or relate to" the defendant's forum contacts. This structure allows businesses to understand well in advance where they may be sued and to plan accordingly. Reading a routine state corporate-registration statute as a blanket consent to general jurisdiction would upend this personal-jurisdiction framework, converting a

ministerial (and often mandatory) administrative filing into an all-purpose jurisdictional free-for-all.

This case has no connection whatsoever to Rhode Island. Plaintiff is a Wyoming resident. The principal Defendant, Avco Corporation, is a Delaware corporation headquartered in Texas. The alleged injury arose from an aircraft accident in Utah. None of the operative facts occurred in Rhode Island, and no party is a citizen of this State. The only asserted basis for dragging Defendants into a Rhode Island court is that Avco has complied with Rhode Island's corporate-registration requirements for out-of-state companies and has appointed a registered agent for service of process. The certified question facing this Court is whether that routine compliance with Rhode Island's corporate-registration statute—which says nothing at all about personal jurisdiction—constitutes consent to general personal jurisdiction in this State.

The answer to that question is no. Enacted as part of Rhode Island's adoption of the Model Business Corporation Act ("MBCA"), this State's corporate-registration statute requires out-of-state corporations to secure a certificate of authority to transact business in this State and appoint a registered agent, and it further provides that the registered agent may receive "any process, notice or demand required or permitted by law" to be served on the corporation. G.L. 1956 § 7-1.2-1410. That statute does not provide that the mere act of complying with its

terms constitutes blanket consent to general jurisdiction, nor does it tie the act of registering to any status remotely analogous to being "at home" in this State. Further, interpreting this statute to force out-of-state corporations to defend in Rhode Island against suits that have no connection to this State, solely as a condition of registering to do business, would impose a significant and unjustified burden on interstate commerce, raising grave dormant Commerce Clause concerns.

Plaintiff's rule would also have profoundly negative practical and economic consequences for businesses. Companies often must register in numerous states to make sales, employ workers, or open facilities. If registration in Rhode Island were deemed consent to general jurisdiction, many companies would face a stark choice: either forego or curtail ordinary commercial activity in this State or accept exposure to suit here on any claim arising anywhere in the world. That would destabilize settled reliance interests in interstate commerce and discourage investment, innovation, and entry into new markets—harms that would fall disproportionately on smaller and growing firms.

At the same time, treating registration as consent would invite aggressive forum shopping and distort traditional federalism principles. Plaintiffs and their lawyers could comb the map for any jurisdiction in which a corporate defendant happens to be registered and then select the forum perceived as most friendly to their lawsuit, *e.g.*, Defendants' Brief at 3 n.2, regardless of where the parties reside or

where the relevant conduct occurred. Courts would have to resolve disputes with no local connection, diverting judicial resources from controversies that genuinely implicate Rhode Islands' interests and exporting its judicial power into matters centered elsewhere. Local juries would likewise be burdened with having to find facts about events that occurred entirely outside this State and that bear no meaningful connection to it. And such a regime would ultimately cause delay in the judicial process, to the detriment of Rhode Island citizens who rely on this State's courts to resolve disputes related to this forum.

This Court should answer the certified question in the negative and hold that a foreign corporation's compliance with Rhode Island's registration statute does not constitute express consent to general personal jurisdiction in the State.

ARGUMENT

I. Rhode Island's Corporate-Registration Statute Does Not Condition Registration On Consenting To General Personal Jurisdiction, And The Contrary Conclusion Raises Serious Constitutional Concerns

A.1. When construing statutory language, this Court "interpret[s] the statute literally and [ ] give[s] the words of the statute their plain and ordinary meaning." *In re J.T.*, 252 A.3d 1276, 1280 (R.I. 2021) (citation omitted); *Kulawas v. R.I. Hosp.*, 994 A.2d 649, 652 (R.I. 2010). "It is a primary canon of statutory construction that statutory intent is to be found in the words of the statute," and this Court's "task is simply to interpret the act, not to redraft it." *In re J.T.*, 252 A.3d at 1281 (citations

omitted). This Court abides by the "fundamental maxim" that "statutory language should not be viewed in isolation," and will "consider 'the entire statute as a whole'" to determine meaning. *Ricci v. R.I. Com. Corp.*, 276 A.3d 903, 906 (R.I. 2022) (citations omitted). If a "statute may have two meanings, one of which poses serious constitutional questions and the other of which is free of such difficulties, the latter should be adopted." *R.I. State Police v. Madison*, 508 A.2d 678, 683 (R.I. 1986). And this Court will not "countenance" a reading that would "render" statutory text "absurd or unreasonable." *Zincone v. Mancuso*, 523 A.2d 1222, 1225 (R.I. 1987).

2. To make a "prima facie showing of personal jurisdiction in Rhode Island, a plaintiff's allegations must satisfy the demands of Rhode Island's long-arm statute" and "the court's exercise of personal jurisdiction [over a defendant must] comport[ ] with the requirements of constitutional due process." *Cassidy v. Lonquist Mgmt. Co.*, 920 A.2d 228, 232 (R.I. 2007). This Court has interpreted the State's long-arm statute—which provides that out-of-state companies are "subject to the jurisdiction of the state of Rhode Island" when they "have the necessary minimum contacts with the state of Rhode Island," G.L. 1956 § 9-5-33—to permit the exercise of jurisdiction over nonresident defendants "to the fullest extent allowed by the United States Constitution," *Martins v. Bridgestone Ams. Tire Ops., LLC*, 266 A.3d 753, 757 (R.I. 2022).

The U.S. Supreme Court set forth the analytical framework for personal jurisdiction in *Daimler AG v. Bauman*, 571 U.S. 117 (2014). In *Daimler*, the Court clarified that general jurisdiction is ordinarily limited to the states in which a company is "at home." 571 U.S. at 137–39. Typically, a company is "at home" in a State in which it (1) is incorporated and (2) maintains its principal place of business. *Id.* at 137–39; *see id.* at 138 ("the exercise of general jurisdiction in every state in which a corporation engages in substantial, continuous, and systematic course of business" would be "unacceptably grasping"); *BNSF Ry. Co. v. Tyrrell*, 581 U.S. 402, 413 (2017). Specific jurisdiction, on the other hand, requires a nexus between the defendant's forum contacts and the plaintiff's claims: the suit must "aris[e] out of or relate[ ] to" those contacts. *Daimler*, 571 U.S. at 127; *Ford Motor Co. v. Mont. Eighth Jud. Dist. Ct.*, 592 U.S. 351, 352 (2021). This framework provides businesses with meaningful notice, as a company knows that it may be sued either in States where it is at home or where it has engaged in relevant, suit related conduct. *See Daimler*, 571 U.S. at 137–39. Applying these principles, *Daimler* held that a German company could not be sued in California for conduct that took place entirely outside of the United States because it was not "at home" in California, despite some of its subsidiaries being located there. *Id.* The exercise of jurisdiction under these circumstances, the Court determined, would "not accord with the fair play and substantial justice due process demands." *Id.* at 142 (citation omitted).

Relying on *Daimler* and its progeny, state courts around the country have overwhelmingly rejected arguments that a company consents to general personal jurisdiction merely by registering to do business in a state. *See, e.g.*, *K&C Logistics, LLC v. Old Dominion Freight Line, Inc.*, 374 So.3d 515, 528 (Miss. 2023); *Aybar v. Aybar*, 37 N.Y.3d 274, 290 (2021); *Chavez v. Bridgestone Ams. Tire Ops., LLC*, 503 P.3d 332, 339 (N.M. 2021); *Lanham v. BNSF Ry. Co.*, 939 N.W.2d 363, 368–71 (Neb. 2020); *DeLeon v. BNSF Ry. Co.*, 426 P.3d 1, 8–9 (Mont. 2018); *Figueroa v. BNSF Ry. Co.*, 390 P.3d 1019, 1030 (Or. 2017); *State ex rel. Bayer Corp. v. Moriarty*, 536 S.W.3d 227, 232–33 (Mo. 2017); *Genuine Parts Co. v. Cepec*, 137 A.3d 123, 127 (Del. 2016). As the Delaware Supreme Court has explained, "*Daimler* makes plain that it is inconsistent with principles of due process to exercise general jurisdiction over a foreign corporation that is not 'essentially at home' in a state for claims having no rational connection to the state." *Genuine Parts*, 137 A.3d at 128. A contrary result would harm the "efficient conduct of business," "reduce the certainty of the law and subject businesses to capricious litigation treatment as a cost of operating on a national scale or entering any state's market." *Id.* at 127–28.

An out-of-state company's registration to do business in a State constitutes consent to general personal jurisdiction in that State only when the State's corporate -registration statute explicitly requires such consent. *Mallory v. Norfolk S. Ry. Co.*, 600 U.S. 122, 134–35 (2023); *Pa. Fire Ins. Co. of Phila. v. Gold Issue Min. & Mill.*

Co., 243 U.S. 93, 95 (1917). In *Mallory*, the U.S. Supreme Court considered whether a corporation's registration to conduct business in a State may subject it to the jurisdiction of that State's courts. 600 U.S. at 134. The Court held that a state law *expressly* providing that registering to do business constitutes consent to general personal jurisdiction comports with the Due Process Clause because it provides proper notice to the foreign corporation that consent to being sued in that forum is required in exchange for the right to do business there. *Id*. at 138 (majority op.); *see K&C Logistics*, 374 So.3d at 521. However, for that state law to obtain these "jurisdictional consequences" consistent with the Due Process Clause, that state law *must* be sufficiently explicit in those respects, so that corporate registrants can fully "appreciate[ ]" and voluntarily "submit[ ] to" them. *See Mallory*, 600 U.S. at 144; *see generally id.* at 150 (Alito, J., concurring in part and concurring in the judgment) (concluding, in a controlling separate opinion, that the Court's holding is limited to cases where the corporation has "substantial operations in [the] State"). The upshot is that, given *Mallory*'s focus on the particulars of the state law there, *Mallory*'s holding is narrow and limited to "the state law and facts before [it]." 600 U.S. at 136.

Courts have thus correctly declined to extend *Mallory* to hold that a corporation has consented to jurisdiction in States where the registration statute does *not* expressly require such consent. *See, e.g.*, *Phillips v. British Airways*, 743 F.

Supp. 3d 702, 710–11 (D. Md. 2024); *Hanover v. One Commc'ns (Guyana) Inc.*, No.24-cv-6637, 2025 WL 948116, at *4 (E.D.N.Y. Mar. 28, 2025); *Cryopack Inc. v. Freshly LLC*, C.A. No.23-18896, 2024 WL 4986818, at *4–5 (D.N.J. Dec. 5, 2024); *Lopez v. Clear Blue Spec. Ins. Co*., No.3:24-cv-1068, 2024 WL 4692287, at *3 n.3 (D. Conn. Nov. 6, 2024); *In re Abbott Labs. Preterm Infant Nutrition Prods. Liab. Litig.*, No. 22 C 2011, 2023 WL 8527415, at *4–5 (N.D. Ill. Dec. 8, 2023).

B. Here, there is no basis in Rhode Island law for concluding that registration to do business in this State constitutes consent to general personal jurisdiction.

Nothing in Rhode Island's corporate-registration statute suggests that a business consents to general personal jurisdiction by registering to do business here. *See In re J.T.*, 252 A.3d at 1280; *see also Mallory*, 600 U.S. at 138. Rhode Island law requires out-of-state companies to "procure[ ] a certificate of authority" before "transact[ing] business in this state," and provides that these companies "enjoy[ ] the same, but no greater, rights and privileges" and are "subject to the same duties, restrictions, penalties and liabilities now or subsequently imposed upon a domestic corporation of like character." G.L. 1956 §§ 7-1.2-1401, 7-1.2-1402. "Each foreign corporation authorized to transact business in this state must have and continuously maintain in this state a registered agent." *Id.* § 7-1.2-1408. The "registered agent appointed by a foreign corporation authorized to transact business in this state is an agent of the corporation upon whom any process, notice or demand required or

permitted by law to be served upon the corporation may be served." *Id.* § 7-1.2-1410. Unlike the corporate-registration statute at issue in *Mallory*—which explicitly notified out-of-state companies that their "qualification as a foreign corporation" would permit state courts to "exercise general personal jurisdiction" over them, 600 U.S. at 134—Rhode Island's law remains silent about general personal jurisdiction, *see* G.L. 1956 §§ 7-1.2-1401, 7-1.2-1402, 7-1.2-1408, 7-1.2-1410. Moreover, by explicitly authorizing a registered agent only to accept "any process, notice, or demand *required or permitted by law* to be served upon the corporation," G.L. § 7-1.2-1410(a) (emphasis added), the corporate registration statute specifically indicates that *other* sources of law must serve as the basis for the exercise of personal jurisdiction—such as Rhode Island's long-arm statute, which itself incorporates the limits of the Due Process Clause.

Nor does this Court's case law support Plaintiff's approach. In *St. Onge v. USAA Federal Savings Bank*, 219 A.3d 1278 (R.I. 2019), this Court noted that being "essentially at home" under *Daimler* "is a high standard of limited applicability." *Id.* at 1284. Treating ordinary corporate registration as consent to general jurisdiction—absent any explicit statutory language providing companies with notice of such consent—would bypass *Daimler*'s limits and resurrect the sprawling "doing business" regime that the Court rejected. *See Daimler*, 571 U.S. at 138. A multistate company often must register wherever it has employees, facilities, or

substantial sales. *See* G.L. 1956 § 7-1.2-1401. If registration alone constitutes consent to general jurisdiction, such a company would become effectively "at home" wherever it does business—a result that *Daimler* specifically declared "unacceptably grasping," 571 U.S. at 138, which conclusion *Mallory* did not disrupt in any way. As this Court has explained, the "level of affiliation" for general personal jurisdiction "*must* be comparable to that of a principal place of business or incorporation in order to render the corporation 'essentially at home.'" *St. Onge*, 219 A.3d at 1284 (quoting *Daimler*, 571 U.S. at 139) (emphasis added).

Interpreting Rhode Island's corporate-registration statute as mandating consent to general personal jurisdiction would also be "unreasonable," *see Zincone*, 523 A.2d at 1225, and contrary to the interests of this State. A "state has no conceivable interest in adjudicating a dispute that does not involve the state in any way or does not involve a defendant who has made the state its home." Tanya J. Monestier, *Registration Statutes, General Jurisdiction, and the Fallacy of Consent*, 36 Cardozo L. Rev. 1343, 1398 (2015); *see Mallory*, 600 U.S. at 153–54 (Alito, J., concurring in part and concurring in the judgment). For example, in this case, Plaintiff (a Wyoming resident) filed a product-liability suit against Avco (a Delaware corporation with its principal place of business in Texas) and its unincorporated subsidiary in the district court after an aircraft accident that occurred in Utah. None of the relevant conduct occurred in Rhode Island, and neither party

is a Rhode Island citizen. The only asserted basis for personal jurisdiction over Defendants is that Avco registered to do business in Rhode Island and has appointed a registered agent for service of process in this State. Reading the corporate-registration statute—which, again, is silent as to personal jurisdiction—to transform that ministerial compliance into blanket consent to general jurisdiction would be "unreasonable." *See Zincone*, 523 A.2d at 1225.

Finally, the constitutional-avoidance canon compels the same conclusion, *see Madison*, 508 A.2d at 683, for two reasons.

First, treating Rhode Island's corporate-registration statute as blanket consent to jurisdiction would likely violate the due-process principles underlying the U.S. Supreme Court's personal-jurisdiction jurisprudence. Providing defendants with meaningful notice of where they may be sued is a bedrock, constitutional due-process requirement of the U.S. Supreme Court's personal-jurisdiction cases. *See Daimler*, 571 U.S. at 137–39, 142; *supra* pp.6–10 (collecting cases). Thus, consistent with this due-process principle, *Mallory* indicated that a corporate registration statute that *did* expressly condition registration on consent to the State's general personal jurisdiction enabled corporations to "appreciate[ ] the jurisdictional consequences" of registration and "submit[ ] to suit in the forum State." 600 U.S. at 144; *see also id.* at 150 (Alito, J., concurring in part and concurring in the judgment) (noting that this holding is limited to situations in which the corporation has

"substantial operations in [the] State"). Unlike the state statute in *Mallory*, however, Rhode Island's corporate-registration statute contains no express requirement that foreign corporations consent to general jurisdiction in exchange for the right to do business here. *See supra* pp.10–11. This Court nevertheless reading such a requirement into that statute would therefore deprive corporate registrants of fair notice that registration subjects them to the general personal jurisdiction of this State, in likely violation of the Due Process Clause. Adopting the entirely permissible, narrower construction of Rhode Island's corporate registration statute discussed above, *see supra* pp.10–11, avoids those grave due-process concerns, *see In re Advisory Opinion to Governor (DEPCO)*, 593 A.2d 943, 946 (R.I. 1991).

Second, a broad, consent-by-registration reading would likely violate the dormant Commerce Clause by imposing significant and unjustified burdens on interstate commerce. *Mallory*, 600 U.S. at 161–64 (Alito, J., concurring in part and concurring in the judgment). As Justice Alito explained in his partial concurrence in *Mallory*—which separate writing is controlling as to the scope of *Mallory*'s due-process holding, as noted above, *see supra* pp.9—the Commerce Clause provides a "vital constraint on States' power over out-of-state corporations," *id.* at 160 (Alito, J., concurring in part and concurring in the judgment), thereby "vindicat[ing] a fundamental aim of the Constitution: fostering the creation of a national economy and avoiding the every-State-for-itself practices that had weakened the country

under the Articles of Confederation," *id.* at 157. This Commerce Clause principle closely parallels the equal-state-sovereignty "principle that inheres in the very structure of the Constitution," under which "the peoples of the several [S]tates must sink or swim together." *Nat'l Pork Producers Council v. Ross*, 598 U.S. 356, 370 (2023) (citations omitted; brackets in original). As Justice Alito continued in *Mallory*, a state law violates this "dormant" command of the Commerce Clause when it "discriminates against interstate commerce or [ ] imposes 'undue burdens' on interstate commerce." 600 U.S. at 160 (Alito, J., concurring in part and concurring in the judgment) (citations omitted).

Here, at minimum, treating the routine act of registering to do business and appointing an in-state agent as consent to general, all-purpose jurisdiction in Rhode Island would "impose[ ] a significant burden on interstate commerce by" effectively conditioning access to Rhode Island's market on a company's willingness to defend any suit here, including disputes with no connection to this State. *See id.* at 161–62. Such a regime imposes a "significant burden" on interstate commerce without serving any "legitimate local interest," because Rhode Island has no conceivable local interest in adjudicating disputes like this one, where the only asserted tie to the forum is a party's registration for unrelated business activities. *Id.* at 162–63; *compare Nat'l Pork Producers Council*, 598 U.S. at 370 (describing the equal-state-sovereignty principle inherent in the Constitution's structure). It thus likely violates

the dormant Commerce Clause. *Mallory*, 600 U.S. at 161–63 (Alito, J., concurring in part and concurring in the judgment). The corporate-registration statute here is at least "susceptible," *In re Advisory Opinion*, 593 A.2d at 946, to a narrower construction that avoids those serious constitutional concerns, *supra* pp.10–13.

II. Interpreting Corporate-Registration Statutes As Forcing Corporations To Litigate Claims In A State Irrespective Of The Nature And Scope Of Their Business There Would Severely Damage The Business Community

The modern national economy depends on companies—including *Amici*'s members—being able to predict where they may be sued and calibrating their conduct, insurance, and risk-management practices accordingly. *See* U.S. Chamber of Com. Inst. for Legal Reform, ILR Briefly, *Personal Jurisdiction After* Mallory at 13 (Nov. 2023) (hereinafter "ILR Briefly"). For instance, when deciding whether to enter into a new State, a company must evaluate variables like tax exposure, transportation and labor costs, and product/service pricing—as well as factors like the likelihood of being haled into court in that State, the magnitude of the risk associated with that forum, and how to design insurance coverage to match that risk.

The U.S. Supreme Court's recent personal-jurisdiction case law is built on fostering this critical predictability: businesses may be subjected to all-purpose, "any-claim" litigation only where they are essentially "at home," and to other litigation only when the suit is tied to the forum in a meaningful, claim-specific way. *See Daimler*, 571 U.S. at 137–39; *BNSF*, 581 U.S. at 413; *Ford Motor Co.*, 592 U.S.

at 352; *Bristol-Myers Squibb v. Sup. Ct. of Cal.*, 582 U.S. 255, 262 (2017); *supra* pp.6–7. This framework "afford[s] plaintiffs recourse to at least one clear and certain forum" while enabling defendants "to structure their primary conduct with some minimum assurance as to where that conduct will and will not render them liable to suit." *Daimler*, 571 U.S. at 137, 139 (citation omitted).

If this Court were to hold that Rhode Island's corporate-registration statutes require a corporation to consent to general personal jurisdiction in this State as a condition of doing business here, that would undermine this critical certainty and predictability. *Daimler*, 571 U.S. at 137–39; *BNSF*, 581 U.S. at 413. Registration is a basic prerequisite to performing many lawful business activities in this State, whether those activities consist of a single sales representative, a small distribution warehouse, or a modest branch office. *See* G.L. 1956 § 7-1.2-1401; *see also* Monestier, *supra*, at 1384. Under Plaintiff's regime, therefore, taking that regulatory step would subject the company to suit on any claim, arising anywhere, brought by any plaintiff, so long as the plaintiff can secure service and venue in Rhode Island. *See Genuine Parts*, 137 A.3d at 127–28; *Brown v. Lockheed Martin Corp.*, 814 F.3d 619, 640–41 (2d Cir. 2016); Monestier, *supra*, at 1359–60. In other words, companies will generally be forced either to forgo transacting business in Rhode Island completely, or accept worldwide, all-purpose jurisdiction in this State. *See* ILR Briefly, *supra*, at 14.

Such a holding would convert Rhode Island's courts into venues for litigation involving any company registered to do business here—even if its operations in Rhode Island are virtually nonexistent. *See Mallory*, 600 U.S. at 161–63 (Alito, J., concurring in part and concurring in the judgment); *Genuine Parts*, 137 A.3d at 127–28. For example, a Texas technology company that registers in Rhode Island only to serve a single regional customer could be haled into this State's courts to defend a securities lawsuit involving only Texas investors and alleged misconduct occurring entirely in Texas. Similarly, a manufacturer incorporated in Delaware, headquartered in California, and registered in all 50 States to support nationwide distribution of its products could be sued in Rhode Island (or any other State) when a design-defect claim arises from an accident in Nebraska, involving Nebraska residents and a product designed, manufactured, sold, and used entirely in Nebraska. Or a multi-state employer that must register broadly to comply with existing law could be sued in Rhode Island (or, again, any other State) for wage claims by employees who never worked in Rhode Island, and so on. *See* IRL Briefly, *supra*, at 13.

Such a regime would have a harmful destabilizing effect on both businesses and consumers alike. An "incentive scheme where every state can claim general jurisdiction over every business that does any business within its borders for any claim would reduce the certainty of the law and subject businesses to capricious

litigation treatment as a cost of operating on a national scale or entering any state's market." *Genuine Parts*, 137 A.3d at 127; *see* Monestier, *supra*, at 1359–60. This increased uncertainty undermines rational, long-term investment. *See* ILR Briefly, *supra*, at 3, 13–14; *accord Asahi Metal Indus. Co. v. Super. Ct. of Cal.*, 480 U.S. 102, 114 (1987) (recognizing the "unique burdens placed upon one who must defend oneself in a foreign legal system"). And for many enterprises, the only prudent course will be to curtail or restructure their operations to reduce their geographic reach, which would translate into fewer jobs, less investment, and diminished access to goods and services. *See* Nat'l Ass'n of Secretaries of State, *Does a Corporation Consent to the General Jurisdiction of a State's Court's by Registering to Do Business There?* at 4 (Feb. 2024).[1]

While some large companies may be able to create specialized subsidiaries for each State, restructure operations to minimize registration obligations, or simply absorb the cost of nationwide litigation, smaller companies may be forced to avoid a State's market entirely given the increased litigation risk. *See Mallory*, 600 U.S. at 161–62 (Alito, J., concurring in part and concurring in the judgment). This risk is heightened in States with smaller economic markets. When repeated across industries, that dynamic chills interstate expansion, particularly among emerging

[1] Available at https://www.nass.org/sites/default/files/2024-02/CT-Issue-Paper-NASS-Winter24.pdf.

and innovative firms. *See* ILR Briefly, *supra*, at 3–4, 13–14; Note, Alex Le, *Forum Shopping by Hyperlink: Internet Jurisdiction Under* Mallory v. Norfolk Southern Railway Co., 39 Berkeley Tech. L.J. 1561, 1563 (2025); *see also* Monestier, *supra*, at 1374–77.

Treating business registration as blanket consent to general jurisdiction would also encourage harmful forum shopping. Monestier, *supra*, at 1409–12; ILR Briefly, *supra*, at 14. Plaintiffs' lawyers will seek out jurisdictions perceived as favorable, with plaintiff-friendly juries, expansive discovery rules, long statutory limitations periods, permissive joinder, or favorable substantive law. *See* Monestier, *supra*, at 1410 (plaintiff may have "every incentive to locate a forum—any forum—where the corporation has registered to do business and that regards such registration as consent to all-purpose jurisdiction" to claims that may be barred in other fora); *accord Watson v. Philip Morris Cos.*, 551 U.S. 142, 150 (2007); *TXO Prod. Corp. v. All. Res. Corp.*, 509 U.S. 443, 464 (1993). Or they would seek out a venue favorable to the particular circumstances of their own case. *See* Defendants' Brief at 3 n.2. Such harmful forum shopping would, in turn, create a backlog for Rhode Island's own court system—threatening to sacrifice the considered dispensation of justice in each case in order to "clear[ ] cases from the docket." Philip S. Goldberg, Christopher E. Appel, and Victor E. Schwartz, *The U.S. Supreme Court's Personal Jurisdiction Paradigm Shift to End Litigation Tourism*, 14 Duke J. Const. L. & Pub.

Pol'y 51, 81-89 (2019). And this would overburden locally-selected juries with having to consider and resolve factual issues that have no connection with this State.

This dynamic is familiar in related contexts. Before *Daimler*, plaintiffs routinely invoked expansive general-jurisdiction theories to sue national and multinational companies in a handful of plaintiff-friendly States that bore little relation to the underlying disputes. *See Daimler*, 571 U.S. at 139. Once the Supreme Court cut off those avenues, creative litigants sought alternative devices—such as sprawling class actions and opt-in collective actions—to aggregate claims of non-residents in a single forum. *See Bristol-Myers*, 582 U.S. at 263–64. The Chamber has documented how these efforts transform certain jurisdictions into "magnet" courts, where nationwide controversies are litigated not because the forum has the strongest interest, but because its procedural rules, jury pools, or other attributes are thought to favor plaintiffs. ILR Briefly, *supra*, at 1. Consent-by-registration would provide a powerful tool for that same kind of harmful forum shopping. *See* Monestier, *supra*, at 1409–12.

The resulting consequence would be a flood of litigation with tenuous local connections, taxing this State's judicial resources and displacing the authority of other forums. *See* ILR Briefly, *supra*, at 1–2, 13; Nat'l Ass'n of Secretaries of State, *supra*, at 4. Personal-jurisdiction limits are not merely defendant-specific protections; they are structural constraints that prevent one State from reaching out

to resolve disputes that are, in substance, the concern of other sovereigns. *World-Wide Volkswagen Corp. v. Woodson*, 444 U.S. 286, 291–92 (1980). When state courts adjudicate claims by non-residents against non-resident corporations based on conduct occurring entirely elsewhere, they are in effect projecting Rhode Island's regulatory and judicial power into other States' affairs. *See id.*; *see also Bristol-Myers Squibb*, 582 U.S. at 263–64. That risks interfering with the other States' choices about how to calibrate their own employment laws, consumer-protection statutes, and remedial schemes. For example, take the labor context: Different States have deliberately adopted diverse approaches to wage-and-hour regulation, remedies, and enforcement mechanisms. *See, e.g.*, U.S. Dep't of Labor, Wage & Hour Div., State Labor Laws (collecting state labor laws).[2] Allowing out-of-staters to opt in to procedural mechanisms this State crafted to govern labor disputes occurring within its borders effectively coerces Rhode Island's courts to undercut the equally sovereign policy choice of other States in this area.

This forum shopping would also drastically increase litigation costs and the risk of coercive settlements for businesses. Large enterprises already expend enormous resources defending class actions and collective actions in multiple jurisdictions. *See* U.S. Chamber of Com. Inst. for Legal Reform, Recent Survey

[2] Available at https://www.dol.gov/agencies/whd/state.

Shows High Cost of Defending Against Too Many Lawsuits (Apr. 5, 2022).[3] When plaintiffs can assemble nationwide classes or collectives in a plaintiff-chosen forum, the scale of potential liability, combined with the unpredictability of a distant jury applying unfamiliar law to claims by non-residents, exerts intense settlement pressure. *See Coopers & Lybrand v. Livesay*, 437 U.S. 463, 476 (1978), *superseded on other grounds by rule as stated in Microsoft v. Baker*, 582 U.S. 23 (2017). Even weak or unmeritorious claims may be settled for substantial sums because the alternative is the risk of a catastrophically large class-wide judgment. *See id.*

The certified question here thus carries outsized significance. "In our republic, it is critical to the efficient conduct of business, and therefore to job- and wealth-creation, that individual states do not exact unreasonable tolls simply for the right to do business." *Genuine Parts*, 137 A.3d at 127. A decision that interprets Rhode Island's ordinary registration statute as indicating consent to general personal jurisdiction would not only subject any registered corporation to suit in Rhode Island on claims with no state connection, but would also offer a blueprint for similar interpretations elsewhere. It would signal that even in the absence of explicit legislative language, courts may convert corporate registration into a jurisdictional snare. By contrast, a decision rejecting consent by registration and aligning Rhode

[3] Available at https://instituteforlegalreform.com/blog/recent-survey-shows-high-cost-of-defending-against-too-many-lawsuits/.

Island with the majority of jurisdictions that treat registration as just that—registration—would respect *Daimler*'s limits, avoid serious constitutional concerns, and protect Rhode Island's economy, its citizens, and the broader national business community. *See Daimler*, 571 U.S. at 137–39; *Bristol-Myers Squibb*, 582 U.S. at 264–68.

Finally, maintaining sensible limits on personal jurisdiction would still leave plaintiffs plenty of lawful options for redress. Under existing doctrine, a plaintiff injured by a corporation's activities can usually sue in the State where the injury occurred, where the relevant conduct took place, or where the corporation is at home. *See Daimler*, 571 U.S. at 137–39; *Ford Motor Co.*, 592 U.S. at 359–61. What Plaintiff seeks is not access to justice where it is naturally available, but the power to marshal claims from across the country into a self-selected State, regardless of where the dispute is centered. That is just the sort of overreach that due-process limits on personal jurisdiction are designed to prevent. *See Daimler*, 571 U.S. at 137–39.

CONCLUSION

This Court should answer the certified question in the negative and hold that a foreign corporation's compliance with Rhode Island's registration statute does not constitute express consent to general personal jurisdiction in the State.

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1. This brief contains 5,733 words, excluding the parts exempted from the word count pursuant to Rule 18(b).

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CERTIFICATE OF SERVICE

I, Judah H. Rome, herby certify that on the 18th day of March, 2026, I filed and served this document via the Court's electronic filing system on the following:

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