

**IN THE UNITED STATES DISTRICT COURT FOR
THE DISTRICT OF RHODE ISLAND**

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)	
TONYA WILLIAMS , as Executrix of the)	
Estate of David Williams,)	
)	
<i>Plaintiff,</i>)	
)	
v.)	Case No: 1:21-cv-0625
)	
GOODWHEEL TIRE COMPANY, INC.,)	
)	
)	
<i>Defendant,</i>)	
)	
)	

DEFENDANT’S RULE 12(b)(2) MOTION TO DISMISS

Pursuant to Federal Rule of Civil Procedure 12(b)(2), Defendant Goodwheel Tire Company, Inc., hereby moves to dismiss this lawsuit, filed by Tonya Williams as Executrix for the Estate of David Williams, for lack of personal jurisdiction. Grounds for the motion follow:

Introduction

Plaintiff has chosen to file in Rhode Island as the forum for its federal products liability lawsuit. The claim in this case, however, has no meaningful connection with Rhode Island. It seeks relief from a Delaware corporation that is headquartered in North Carolina, based on alleged defects in a tire purchased in North Carolina, for injuries suffered in an accident in Massachusetts. The main facts relied on by Plaintiff to try to tie this case to the State of Rhode Island are that the decedent was a Rhode Island citizen who received his medical treatment in Rhode Island and ultimately died there. For the reasons explained more fully below, the facts Plaintiff alleges are not enough as a constitutional matter to establish personal jurisdiction over Defendant Goodwheel in this case, either as a matter of general or specific jurisdiction.

Plaintiff seeks damages arising out of an accident in which the decedent died as a result of injuries sustained when a work dump truck he was driving crashed. Plaintiff admits that the accident took place entirely in Massachusetts, not Rhode Island. According to Plaintiff's own complaint, the dump truck at issue was purchased in North Carolina and assembled entirely in that State by a North Carolina truck dealership. Nor does Plaintiff allege that the dump truck, its tires, or for that matter, any of the parts installed in the truck were designed, manufactured, or sold in Rhode Island. Instead, Plaintiff admits that the Goodwheel tire was "original equipment" on the truck and that it was installed and purchased outside of Rhode Island. In sum, not a single shred of evidence ties the design, manufacture, or sale of this tire to Rhode Island.

As a matter of law, Plaintiff bears the burden of establishing this Court's personal jurisdiction over the Defendant. However, her Complaint does not come close to meeting that burden. Based upon the clear United States Supreme Court precedent concerning general jurisdiction in *Daimler AG v. Bauman*, 134 S. Ct. 746, 754 (2014), and the recent Supreme Court precedent concerning specific jurisdiction in *Bristol-Myers Squibb Co. v. Superior Court of Cal. San Francisco Cty.*, 137 S. Ct. 1773, 1779 (2017) and *Ford Motor Company v. Montana Eighth Judicial District Court*, 141 S. Ct. 1017 (2021), jurisdiction does not lie in Rhode Island because: (a) there is no connection between Rhode Island and the underlying accident; (b) the affiliations between the Defendant and the State of Rhode Island are not so "continuous and systematic" as to render the company essentially "at home" in the State; and (c) even if there were requisite jurisdictional contacts (and there are not), Plaintiff still could not show that the exercise of personal jurisdiction over the Defendant here would be reasonable and comport with "traditional notions of fair play and substantial justice." *International Shoe v. Washington*, 326 U.S. 310, 316 (1945).

In sum, while Rhode Island may be a desirable forum for Plaintiff, Plaintiff's wishes do not establish jurisdiction under the law. Because no specific or general personal jurisdiction exists over Defendant Goodwheel that would enable this court to hear the case, the Defendant's motion to dismiss should be granted.

Factual Background

Plaintiff alleges the following facts in her Complaint, which we take to be true solely for purposes of this motion: Plaintiff's decedent, David Williams, owned and operated the business Williams Trucking Services Company. *See* Complaint, ¶6. In 2021, Williams Trucking decided to order a new dump truck and reached out to a North Carolina seller, Kenbuilt Trucking Company, in North Carolina, that assembles and sells small industrial trucks. *Id.*, ¶7. The order placed by Williams Trucking specified that the North Carolina vendor would include Goodwheel MV225 tires on the new dump truck. *Id.*, ¶8. Thereafter, Kenbuilt purchased Goodwheel MV225 tires for the truck in North Carolina from Goodwheel's corporate sales representative in that State. *Id.*, ¶12. It then installed the tires on the truck in North Carolina as "original equipment" on the vehicle. *Id.*, ¶13.

Original equipment means that the equipment was "original" to the truck, that is, installed when the truck was assembled and not, for example, a replacement tire purchased at a later date through a retail store or otherwise. As this makes clear, according to the Plaintiff herself, Williams Trucking did not purchase the tire at issue from Defendant Goodwheel, and indeed, had no dealings with the Defendant at all. Instead, the tires at issue were purchased in North Carolina by a third party vendor and installed on the vehicle before the dump truck was sold to Williams Trucking or shipped to Rhode Island. *Id.*

Also relevant for purposes of personal jurisdiction is what is missing from the Complaint, in terms of facts alleged. The Plaintiff does not claim that the allegedly defective tire was designed, manufactured, stored, distributed, or sold in Rhode Island. Instead, as the Complaint reflects, Goodwheel is a North Carolina-based corporation incorporated in Delaware that has no corporate operations at all in Rhode Island. *See* Complaint, ¶¶2, 10. The Complaint acknowledges that Goodwheel itself has no direct sales presence in Rhode Island, and has simply authorized some independent tire outlets to sell its tires there. *Id.*

There is no claim that Defendant undertook any actions in Rhode Island related to the design or manufacturing of the model MV225 tires, the sole focus of Plaintiff's claim.

(Indeed, the court may properly take judicial notice of the well-established public fact that Goodwheel’s design and manufacturing facilities are located only in North Carolina and Georgia). There is no allegation that Goodwheel owns any property in Rhode Island, employs anyone in Rhode Island, or operates any stores or other facilities here.

To the extent that advertising for its products reach Rhode Island, the Complaint itself describes such ads as part of the Defendant’s “national marketing strategy,” not as Rhode Island specific marketing efforts. *See* Complaint, ¶11. Even if these ads influenced the decedent’s decision to request the MV225 tires, as alleged by Plaintiff, *id.*, ¶¶9, 11, such generalized nationwide advertising cannot be considered an action by the company targeted at doing business in Rhode Island in particular.

It is also apparent from the Complaint that Goodwheel’s sales in Rhode Island are a very small part of its business. According to the data alleged, only one percent of Goodwheel’s annual sales occur in Rhode Island. In 2020, for example, Goodwheel had national revenues of \$200 million from its tire sales, *see* Complaint, ¶2, of which only \$20 million in revenue came from sales of its tires in Rhode Island, *see id.*, ¶10. As important, the tire at issue here was *not* among those Goodwheel products sold in Rhode Island.

In short, the Plaintiff does not identify any actions by which the Defendant deliberately reached out to Rhode Island to do business in connection with the sale of Plaintiff’s decedent’s dump truck or the tires installed on that truck. The critical facts which confirm that personal jurisdiction is lacking are:

- The alleged failure of the tire, ensuing accident, and injuries to the decedent took place entirely in Massachusetts, not Rhode Island;
- The tire at issue was original equipment installed when the dump truck was assembled, and not purchased from a retail store in Rhode Island;
- Defendant Goodwheel sold the tire at issue to a third party vendor in North Carolina, not to any person or entity in Rhode Island;
- The original equipment tire at issue was neither designed nor manufactured in Rhode Island;

- There is no connection between any sales of Goodwheel tires in Rhode Island and the claims in this case.

These facts, when considered under the well-established United States Supreme Court precedent, establish that this Court lacks personal jurisdiction over Defendant Goodwheel here.

Argument

Under Federal Rule of Civil Procedure 4(k)(1)(A), personal jurisdiction exists over a defendant “who is subject to the jurisdiction of a court of general jurisdiction in the state where the district court is located” (here, Rhode Island). Thus, Plaintiff must demonstrate that personal jurisdiction is appropriate under Rhode Island's long-arm statute (R.I. Gen. Laws § 9-5-33) and that the exercise of jurisdiction comports with the requirements of the Due Process Clause of the Fourteenth Amendment of the United States Constitution. Because Rhode Island's long-arm statute provides for the exercise of jurisdiction over nonresident individuals and corporations to the greatest extent allowed by constitutional limits, *see id.*, this Court must look to the Due Process Clause of the Fourteenth Amendment to determine its authority to proceed against the Defendant here.

The Due Process Clause of the Fourteenth Amendment establishes the crucial outer boundaries of a forum state's authority to proceed against a defendant. *See Goodyear Dunlop Tires Operations, SA. v. Brown*, 564 U.S. 915, 922 (2011) (citing *Shaffer v. Heitner*, 433 U.S. 186, 207 (1977)). "The canonical opinion in this area remains *International Shoe [v. Washington]*, 326 U.S. 310, [(1945)], in which [the U.S. Supreme Court] held that a State may authorize its courts to exercise personal jurisdiction over an out-of-state defendant if the defendant has 'certain minimum contacts with [the State] such that the maintenance of the suit does not offend 'traditional notions of fair play and substantial justice.'" *Id.* at 2853.

Since the U.S. Supreme Court's seminal decision in *International Shoe*, the Court's decisions have recognized two types of personal jurisdiction: specific jurisdiction or general jurisdiction. *See Bristol-Myers*, 137 S.Ct. at 1779-80. As discussed below,

Plaintiff cannot establish that Rhode Island has sufficient minimum contacts to establish either specific jurisdiction or general jurisdiction over Defendant Goodwheel in this case. Absent a finding of such minimum contacts, the Due Process Clause prohibits a state court from rendering a valid personal judgment against a nonresident defendant. *See International Shoe*, 326 U.S. at 316. As neither the allegations in the Complaint nor the actual facts could sustain a finding of either specific or general personal jurisdiction in relation to this action, Plaintiff's suit must be dismissed.

a) The Court Lacks Specific Jurisdiction Over the Defendant Here

The Supreme Court has recently reiterated the fundamental principle governing judicial inquiries into a court's specific jurisdiction: "In order for a court to exercise specific jurisdiction over a claim, there must be an 'affiliation between the forum and the underlying controversy, principally, [an] activity or an occurrence that takes place in the forum State.'" *Bristol-Myers*, 137 S.Ct. at 1781 (*quoting Goodyear*, 564 U.S. at 919).

Where there is no affiliation between the forum and the claim at issue, it is irrelevant that the defendant may have engaged in unrelated activities in the State, even extensive business activities there. As the Court emphasized: "When there is no such connection, specific jurisdiction is lacking regardless of the extent of a defendant's unconnected activities in the State." *Id.*; *see also Goodyear*, 564 U. S. at 931, n.6 ("even regularly occurring sales of a product in a State do not justify the exercise of jurisdiction over a claim unrelated to those sales"). And, critically, "[f]or specific jurisdiction, a defendant's general connections with the forum are not enough." *See Bristol-Myers*, 137 S.Ct. at 1781 ("[a] corporation's 'continuous activity of some sorts within a state ... is not enough to support the demand that the corporation be amenable to suits unrelated to that activity'" (*quoting Int'l Shoe Co.*, 326 U.S. at 318)).

Plaintiff alleges that Defendant Goodwheel has approved certain independent tire outlets in Rhode Island to sell its tires and that in a recent year, 75,000 Goodwheel tires were sold in Rhode Island, resulting in \$20 million in revenue for the company that year. *See Complaint*, ¶10. The problem with relying on this evidence, however, is that it is undisputed that the *particular tires* installed on the decedent's car here *were not among*

those sold in Rhode Island. Without facts to connect the company's general sales in Rhode Island to the accident in this case, allegations about those general sales are simply not enough as a matter of law to establish specific jurisdiction. *See Bristol-Myers*, 137 S.Ct. at 1781. In the *Bristol-Myers* case, for example, when the Supreme Court found that the California courts lacked specific jurisdiction to hear products liability claims against a drug company asserted in California by out-of-State plaintiffs, its conclusion was unaffected by evidence that the drug company had sold the same drug in very substantial quantities to in-State purchasers in the forum State. *See id.* The general Rhode Island sales data presented by the Plaintiff is equally irrelevant here.

Significantly, Plaintiff does not allege that the tire failed or the accident occurred in Rhode Island. To the contrary, the Plaintiff herself asserts that the alleged failure of the tire, the ensuing accident, and the resulting injuries to the decedent entirely in the State of Massachusetts. *See* Complaint, ¶16. This fact alone distinguishes this case from the Supreme Court's recent decision in *Ford Motors v. Montana Eighth Judicial District Court*. In that case, the Court found specific jurisdiction for a products liability case against a car manufacturer where the suit was brought in the forum State *in which the product malfunctioned*. *See Ford Motors*, 141 S.Ct. at 1030. In that case, the cars involved in the accidents at issue were designed, manufactured, and initially sold outside of the forum State. The Supreme Court nonetheless found personal jurisdiction proper because of the presence of two factors: The car manufacturer sold and serviced the same model car in the forum State; *and* the car at issue in the case failed in the forum State, causing injuries to residents in that State. *See id.* (emphasizing that "Ford had systematically served a market in Montana and Minnesota for the very vehicles that the plaintiffs allege malfunctioned and injured them in those States"). The fact that the accident in this case did not occur in Rhode Island is a critical fact that distinguishes this case from *Ford Motors* and makes it far more analogous to *Bristol-Myers*.

Plaintiff does not allege that the purportedly defective tire was designed, manufactured or sold in Rhode Island. Plaintiff admits that the incident giving rise to this dispute – a truck accident resulting in death – occurred entirely in Massachusetts. In fact, Plaintiff does not allege any act in Rhode Island taken by Defendant Goodwheel

giving rise to her cause of action. Rather, Plaintiff readily admits that the tire at issue was “original equipment” purchased and installed in North Carolina. *See Complaint*, ¶13.

As the U.S. Supreme Court explained in *Walden v. Fiore*, 134 S. Ct. 1115 (2014), specific jurisdiction over a nonresident defendant "focuses on the relationship among the defendant, the forum, and the litigation." *Id.* at 1121. The relationship must arise out of contacts that the "defendant himself" creates with the forum State. *Id.* at 1122 (emphasis in original). The minimum contacts analysis "looks to the defendant's contacts with the forum State itself, not the defendant's contacts with persons who reside there." *Id.* (citation omitted). "[I]t is the defendant's conduct that must form the necessary connection with the forum State that is the basis for its jurisdiction over [it]." *Id.* The plaintiffs' (or decedent's) residence "cannot be the only link between the defendant and the forum." *Walden*, 134 S. Ct. at 1122.

In sum, as the U.S. Supreme Court unanimously held in *Walden*, "mere injury to a forum resident is not a sufficient connection to the forum." *Id.* at 1125. And yet, that is precisely the situation in this case. Plaintiff does not identify any act in Rhode Island taken by Defendant Goodwheel that might be said to give rise or relate to her claim. The only specific link alleged between the Defendant and Rhode Island is the decedent's residence in Rhode Island before the accident and his medical treatment and death in Rhode Island following the accident. That is not enough. Where another person chooses to live, or get medical treatment, is not evidence that counts against the defendant for purposes of personal jurisdiction. *See, e.g., Hanson v. Denckla*, 57 U.S. 235 (1958) (“The unilateral activity of those [like the decedent] who claim some relationship with a nonresident defendant cannot satisfy the requirement of contact with the forum State.”).

Given the lack of any facts alleged to support specific jurisdiction, Plaintiff must be arguing that general jurisdiction exists. General jurisdiction, however, is equally lacking for the reasons set forth below.

b) The Court Lacks General Jurisdiction Over the Defendant Here

Even if a court fails to find a sufficient connection between the forum and the claim to support specific jurisdiction over an out-of-State defendant, a court may nonetheless have personal jurisdiction as a matter of general jurisdiction if the facts show that the defendant is so "at home" in the State that it may be sued there for any claim, even one with no connection to the forum State. *See Daimler*, 134 S.Ct. at 754.

In particular, the Supreme Court has held that a court "may assert general jurisdiction over foreign corporations to hear any and all claims against them when their affiliations with the State are so 'continuous and systematic' as to render them essentially at home in the forum State." *Id.*, 134 S. Ct. at 754; *see also Goodyear*, 564 U.S. at 919. In *Daimler*, the U.S. Supreme Court interpreted "at home" to mean that with very limited exceptions, a defendant is only subject to general jurisdiction in the state of its incorporation and the state of its principal place of business. *See Daimler*, 134 S. Ct. at 761.

Notably, the Court in *Daimler* expressly rejected the notion that general jurisdiction can be established whenever a foreign business entity's in-forum contacts can be said to be in some sense "continuous and systematic." *Id.* at 761. The Court recently reiterated the limited nature of general jurisdiction more recently in *BNSF Railway Co. v. Tyrrell*, 137 S. Ct. 1549, 1558 (2017) ("[t]he 'paradigm' forums in which a corporate defendant is 'at home' ... are the corporation's place of incorporation and its principal place of business.").

Under *Daimler* and *BNSF Railway*, Defendant Goodwheel is "at home" for purposes of general jurisdiction in Delaware (its state of formation) and North Carolina (its principal place of business). *See* Complaint, ¶2. In Rhode Island, by contrast, the very limited contacts alleged here – some indirect sales made in the State – could not possibly suffice to establish the type of "exceptional" case in which a corporation could be subject to general jurisdiction in Rhode Island even though it is neither Goodwheel's State of incorporation nor the State of its principal place of business.

c) Exercising Jurisdiction Over Defendant Here Would be Unreasonable

This Court's inquiry need go no further, as we have already demonstrated that the Plaintiff cannot establish either specific or general jurisdiction on the facts alleged. The case against Defendant Goodwheel may be dismissed on this basis alone.

If, however, the Court is still weighing the facts, or may be inclined to find some limited contacts here between the claim, the defendant, and the forum State, the final step in the constitutional analysis is to consider whether the exercise of personal jurisdiction here “would be reasonable and comport with ‘traditional notions of fair play and substantial justice.’” *Int'l Shoe Co.*, 326 U.S. at 316. To establish reasonableness, the court applies the so-called “*Gestalt* factors.” Applying those factors here, finding personal jurisdiction would not be reasonable.

The *Gestalt* (or “reasonableness”) factors include: the burden on the defendant; the forum state's interest in adjudicating the dispute; the plaintiff's interest in obtaining the most effective resolution of the controversy; and the shared interest of the several states in furthering fundamental substantive social policies. *See, e.g., World-Wide Volkswagen Corp. v. Woodson*, 444 U.S. 286, 292 (1980).

Given that the tire at issue here was designed, manufactured, sold and installed in North Carolina and/or Georgia, it is likely that most of the relevant witnesses will be located in a State that is distant from Rhode Island. This indicates both that the burden on Defendant Goodwheel to litigate this case in Rhode Island would be considerable and that the Plaintiff cannot insist that a Rhode Island forum will provide the most effective resolution of the controversy. As for Rhode Island's interests, the forum State's concerns are implicated here only because the decedent is a Rhode Island citizen. The fact that an in-State resident brought the suit cannot possibly by itself be enough to justify applying the *Gestalt* factors in favor of finding personal jurisdiction or it would undermine the entire balanced construct established by the Supreme Court to assess such claims. Finally, there is no evidence suggesting that this case implicates State policy concerns that diverge.

As important, it is clear that the "*Gestalt* factors do not even come into play . . . until it has been shown that a defendant has purposefully established minimum contacts with the forum state." *Cerberus Partners, L.P. v. Gadsby & Hannah, LLP*, 836 A.2d 1113, 1122-23 (R.I. 2003). "Due process requires at least some act by which a defendant purposefully avails itself of the privilege of conducting activities within the forum state; it is the *sine qua non* of personal jurisdiction." *Id.* As the Rhode Island Supreme Court has eloquently put this point, "[u]ntil such an act is established, the reasonableness of exercising jurisdiction is not even an issue." *Id.* Such is the case here.

Conclusion

For all of the reasons explained above, there are simply no grounds upon which this Court could exercise personal jurisdiction over Defendant Goodwheel for the Plaintiff's claim here. Such an exercise of personal jurisdiction would offend the Due Process guarantees of the Fourteenth Amendment of the United States Constitution because the Defendant lacks the requisite minimum contacts with Rhode Island under the theories of either general or specific personal jurisdiction.

WHEREFORE, Defendant Goodwheel Tire Company, Inc., respectfully requests that this Court dismiss the case for lack of personal jurisdiction, award the Defendant its fees and costs for having to defend this matter unnecessarily, and enter such other and further relief that this Court deems proper.

Respectfully submitted,

/s/
Defendant's Counsel
987 Pine Street
Providence, RI 02810
Phone: 401-987-6543

*Counsel for Defendant Goodwheel Tire Company,
Inc.*

Date: April 22, 2022