No. 25–

In the Supreme Court of the United States

SEABOARD MARINE LTD.,

Petitioner,

v.

ODETTE BLANCO DE FERNANDEZ,

Respondent.

On Petition for a Writ of Certiorari to the United States Court of Appeals for the Eleventh Circuit

PETITION FOR A WRIT OF CERTIORARI

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QUESTIONS PRESENTED

Title III of the Helms-Burton Act creates a right of action against businesses that traffic in property confiscated by the Cuban government. See 22 U.S.C. §§ 6023, 6082. In the decision below, the Eleventh Circuit stretched the Act's text beyond its breaking point: the court of appeals held that shipping companies that, in accordance with federal regulations, lawfully carry agricultural commodities from the U.S. to Cuba could be traffickers, each of whom owes Respondent personally hundreds of millions of dollars, based on her theory that Cuba's principal container terminal partially extends onto land once owned by a Cuban corporation in which she claims to be the lone surviving shareholder.

The questions presented are:

1. Does the Helms-Burton Act abrogate basic corporate law and permit shareholders to maintain Title III actions based on confiscated corporate property the shareholders never personally owned?

2. Does delivering cargo to a facility partially constructed atop confiscated land qualify as trafficking in confiscated property under the Act?

3. Do companies that lawfully carry agricultural commodities from the U.S. to Cuba engage in lawful travel under the Act?

PARTIES TO THE PROCEEDING

Petitioner Seaboard Marine Ltd. was defendant in the district court and appellee in the court of appeals.

Respondents Lydia Blanco Bonafonte, Odette Blanco de Fernandez, Carlos Blanco De La Torre, Eduardo Blanco de la Torre, Florentino Blanco de la Torre, Guillermo Blanco de la Torre, Sergio Blanco de la Torre, Hebe Blanco Miyares, Magdalena Blanco Montoto, Estate of Alfredo Blanco Rosell, Jr., Estate of Byron Blanco Rosell, Estate of Enrique Blanco Rosell, Estate of Florentino Blanco Rosell, Byron Diaz Blanco, Jr., Emma Ruth Blanco, Liana Maria Blanco, Susannah Valentina Blanco, Joseph E. Bushman, Jacqueline Delgado were plaintiffs in the district court and appellants in the court of appeals.

CORPORATE DISCLOSURE STATEMENT

Seaboard Marine Ltd. is wholly owned by Seaboard Corporation, a publicly traded corporation. Seaboard Corporation has no parent company, and no other publicly held company owns 10% or more of Seaboard Corporation.

RELATED PROCEEDINGS

United States District Court (S.D. Fla.):

De Fernandez v. *Seaboard Marine Ltd.*, No. 20-cv-25176 (Dec. 20, 2020)

United States Court of Appeals (CA11):

Odette Blanco De Fernandez v. *Seaboard Marine Ltd.*, No. 22-12966 (Sept. 6, 2022)

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INTRODUCTION

Title III of the Cuban Liberty and Democratic Solidarity Act—known as the Helms-Burton Act and the LIBERTAD Act—creates a right of action for U.S. nationals to recover damages from anyone who traffics in property the Cuban government confiscated. 22 U.S.C. § 6082(a). Though enacted in 1996, the Act's anti-trafficking provisions lay dormant until 2019 because every President before then exercised his authority to suspend their effective date. See 22 U.S.C. § 6085(b). Since 2019, many cases have been filed, mostly in Florida and mostly against American companies—even companies, like Petitioner here, who acted lawfully under federal regulations.

The theories of liability in some of these cases are shockingly broad. Take this case. Petitioner is a global shipping company based in Miami and, for humanitarian ends, has transported frozen chickens and gift parcels from the U.S. to Cuba. Massive container ships like Petitioner's deliver cargo to Cuba's principal terminal, opened in 2014 over an old naval air station on the west side of Mariel Bay. Respondent contends that a portion of the terminal sits on land the Cuban government confiscated from a Cuban company, Azucarera Mariel, S.A., more than six decades ago. In Respondent's view, any and every vessel that transports goods to this terminal traffics in confiscated property. Respondent also contends that, though she did not personally own the land, shipping companies are liable to her personally because she owned 20% of Azucarera. The price for shipping frozen chickens to feed the Cuban people? Treble the market

value of Azucarera's confiscated property, which Respondent's expert appraises *at more than $1 billion*. See Bellinger, *The First Year of Helms Burton Lawsuits*, Lawfare (Apr. 23, 2020), https://perma.cc/K7ZK-5GBG ("Individual Title III awards could be close to (or over) $1 billion."). Respondent, who is suing multiple other shipping companies, as well as their parents and/or affiliates, evidently hopes to collect that sum many times over, making her a multi-billionaire.

In the decision below, the Eleventh Circuit signed off on Respondent's expansive theory of liability. That decision deserves further review. Contrary to this Court's precedents, the Eleventh Circuit took the broadest possible interpretation of the Act at each critical juncture. See App., *infra*, 24a ("Our reading of the law may seem broad, but the Act imposes broad liability."). As a result, the decision threatens crippling liability for activities encouraged and approved by the U.S. government. If every company involved in lawfully shipping and transporting food to Cuba faces ruinous liability to every shareholder of every Cuban corporation whose confiscated land is now part of a port, dock, or similar facility, no company will do so.

This case and the questions presented are important. It is easy for plaintiffs to file Title III claims in Florida, where they can and will leverage the Eleventh Circuit's rulings in this case. That's already happening: the court of appeals applied the decision below against another major transportation company. See *Regueiro* v. *American Airlines, Inc.*, 2025 WL 2158237, *6–*7 (CA11 July 30, 2025). The Eleventh Circuit's interpretations of the Helms-Burton Act are

also highly significant for U.S. foreign policy. The Solicitor General just filed two cert-stage *amicus* briefs, where he explained why the government's foreign-policy interests weigh decisively in favor of immediate review of questions concerning the meaning and scope of the Helms-Burton Act. See U.S. *Amicus* Br., *Exxon Mobil Corp.* v. *Corparación Cimex, S.A.*, Case No. 24-699 (Aug. 27, 2025); U.S. *Amicus* Br., *Havana Docks Corp.* v. *Royal Caribbean Cruises, Ltd.*, Case No. 24-983 (Aug. 27, 2025). The questions presented in this case are just as recurring and just as important as the questions presented in those cases—if not more so. Granting certiorari here will enable the Court to consider a full range of issues that frequently arise in Helms-Burton Act cases.

OPINIONS BELOW

The Eleventh Circuit's opinion is reported at 135 F.4th 939, and reprinted at App., *infra*, 1a. The district court's order granting Petitioner summary judgment is unpublished, available at 2022 WL 3577078, and reprinted at App., *infra*, 101a.

JURISDICTION

The Eleventh Circuit entered judgment on April 14, 2025, App., *infra*, 1a, and denied a timely petition for panel rehearing or rehearing *en banc* on June 10, 2025. App., *infra*, 154a. This Court has jurisdiction under 28 U.S.C. § 1254(1).

STATUTORY PROVISIONS INVOLVED

Pertinent statutory provisions are reproduced in the appendix to this petition. App., *infra*, 156a–171a.

STATEMENT

A. Statutory background

1. After Fidel Castro took power in Cuba, his government confiscated lots of private property—land, goods, businesses, and more. The widespread confiscations gave rise to many cases in U.S. courts, some of which reached this Court. See, *e.g.*, *Banco Nacional de Cuba* v. *Sabbatino*, 376 U.S. 398 (1964); *First Nat. City Bank* v. *Banco Nacional de Cuba*, 406 U.S. 759 (1972); *Alfred Dunhill of London, Inc.* v. *Republic of Cuba*, 425 U.S. 682 (1976); *First Nat. City Bank* v. *Banco Para El Comercio Exterior de Cuba*, 462 U.S. 611 (1983). The confiscations also prompted Congress to enact statutes to secure recompense for U.S. nationals. See Solis, *The Long Arm of U.S. Law: The Helms-Burton Act*, 19 Loy. L.A. Int'l & Comp. L.J. 709, 712–717 (1997) (summarizing the history of federal legislation concerning Cuban confiscations).

2. Decades later, the Soviet Union's collapse deprived the Cuba's communist government of a major source of funds. 22 U.S.C. § 6021(1). The Cuban economy precipitously declined. Desperate, the Cuban government responded by "offering foreign investors the opportunity to purchase an equity interest in, manage, or enter into joint ventures using property and assets some of which were confiscated from United States nationals." *Id.* § 6081(5).

Calling "[t]his 'trafficking' in confiscated property," Congress sought to curtail foreign investment in Cuba because it "undermines the foreign policy of the United States." *Id.* § 6081(6). "To deter trafficking in wrongfully confiscated property," Congress created a statutory right of action for "United States nationals

who were the victims of these confiscations," granting them "a judicial remedy in the courts of the United States that would deny traffickers any profits from economically exploiting Castro's wrongful seizures." *Id.* § 6081(11). That right of action is codified in Title III of the Helms-Burton Act. See Pub. L. 104-114, 110 Stat. 785, 814 (Mar. 12, 1996).

For purposes of the Act, a person "traffics" in confiscated property if, among other things, he "engages in a commercial activity using or otherwise benefiting from confiscated property." 22 U.S.C. § 6023(13)(A). The Act excludes certain actions from the definition of trafficking—including "transactions and uses of property incident to lawful travel to Cuba, to the extent that such transactions and uses of property are necessary to the conduct of such travel." *Id.* § 6023(13)(B).

Titles III and IV of the Act impose heavy costs on traffickers. The centerpiece of Title III is Section 6082, which creates the private right of action. Anyone who "traffics in property which was confiscated by the Cuban Government on or after January 1, 1959, shall be liable to any United States national who owns the claim to such property." *Id.* § 6082(a)(1)(A). The amount of the liability equals the market value of the confiscated property, but if the claimant provides advance notice to the alleged trafficker, the damages are trebled. *Id.* § 6082(a)(1), (3). Title IV adds an additional sanction: any alien who "traffics in confiscated property" shall be excluded from entering the United States. *Id.* § 6091(a).

Predicting that Title III's right of action would be controversial, Congress empowered the President to suspend its effective date in six-month increments.

See *id.* § 6085(b). For more than two decades, every President continuously exercised that power—until President Trump let it go into effect in May 2019.[1]

3. Before the Helms-Burton Act's passage in 1996, U.S. exports to Cuba were not completely forbidden. For example, the Cuban Democracy Act of 1992 allowed exportation of food, medicine, and medical supplies to support the Cuban people. See 22 U.S.C. § 6004(b)–(c). To travel to Cuba to export allowed items, one usually had to apply for an individualized or "specific" license, about three dozen of which were issued between 1992 and 1997.[2]

After the Helms-Burton Act's passage in 1996, the U.S. government sought to encourage more travel to Cuba. In 2000, Congress passed the Trade Sanctions Reform and Export Enhancement Act (TSRA) to provide additional humanitarian relief to Cubans while supporting the U.S. agriculture industry. See H.R. Conf. Rep. 106-948, 2000 WL 1482637, P.L. 106-387 (2000) at 73–76. The TSRA commanded the executive branch to promulgate a general license for travel to Cuba for the exportation of agricultural goods and food from the United States. See Trade Sanctions Reform and Export Enhancement Act, Pub. L. 106-387, 114 Stat. 1549 (2000); see also 22 U.S.C. § 7209(a).

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[1] The White House, *President Donald J. Trump Is Taking a Stand for Democracy and Human Rights in the Western Hemisphere* (Apr. 17, 2019), https://trumpwhitehouse.archives.gov/briefings-statements/president-donald-j-trump-taking-stand-democracy-human-rights-western-hemisphere.

[2] U.S. Dept. of State, *The U.S. Embargo and Health Care in Cuba: Myth Versus Reality* (May 14, 1997), https://1997-2001.state.gov/briefings/statements/970514.html.

Unlike specific licenses, general licenses apply broadly and permit whole classes of travel and travel-related transactions. See 31 C.F.R. § 501.01(a)–(b); 31 C.F.R. § 515.317–318.

Two agencies administer the export regime and regulate "travel to, from, or within Cuba for the marketing and sale of agricultural and medical goods pursuant to the provisions of this chapter." 22 U.S.C. § 7209(a). The Office of Foreign Assets Control (OFAC) regulates under the Cuban Assets Control Regulations. See 31 C.F.R. Part 515. And the Bureau of Industry and Security (BIS) regulates under the Export Administration Regulations. See 15 C.F.R. Parts 730–774. In a nutshell, OFAC regulates financing, and BIS regulates goods.

- OFAC authorizes twelve types of "travel-related transactions," including exportation. 31 C.F.R. § 515.560(a)(12) (cross-referencing 31 C.F.R. § 515.533 and 515.559). OFAC issued a general license for "[a]ll transactions ordinarily incident to the exportation of items from the United States." *Id.* § 515.533(a).
- BIS authorizes exportation of "agricultural commodities" to Cuba "without a license." 15 C.F.R. § 746.2(a)(1)(xii); see *Id.* § 740.18(1)–(5) (listing five eligibility requirements to export agricultural commodity without a license).

In 2022, the United States summarized the federal statutes and regulations concerning trade with Cuba and told the Eleventh Circuit that travel and travel-related transactions authorized by OFAC and BIS satisfy the Helms-Burton Act's exemption for "transactions incident to lawful travel to Cuba." See

Br. for U.S. as *Amicus Curiae* at 30–36 & n.6, *Del Valle* v. *Trivago GMBH*, CA11 Case No. 20-12407 (filed April 11, 2022), *available at* 2022 WL 1135129 (hereinafter "Trivago *Amicus* Br.").

B. Facts and procedural history

1. According to Respondent, Azucarera Mariel S.A. was a Cuban corporation owned in equal parts by her and some of her siblings. Before the Cuban revolution, Respondent claims, Azucarera owned thousands of acres of land on Mariel Bay in Cuba, next to a naval air station. After the revolution, the Cuban government confiscated that land, as well as Respondent's shares in Azucarera. See App., *infra*, 4a.

In 2014, the Cuban government opened a container terminal on the site of the naval air station. A Cuban company, Terminal de Contenedores de Mariel, S.A. (TCM), manages the terminal at the Port of Mariel. It is Cuba's principal container terminal, having the infrastructure to receive large, containerized shipments, which are the dominant means of ocean-based transportation. See D. Ct. Doc. 177-1 (Defendant Seaboard Marine, Ltd.'s Statement of Undisputed Material Facts), at ¶¶ 51–56 (Apr. 8, 2022).

Respondent insists that a portion of the terminal at the Port of Mariel extends beyond the former boundaries of the naval air station onto land Azucarera owned. See App., *infra*, 4a–5a. Respondent does not specify what portion, exactly—whether it is a dock, loading area, storage area, business office, parking lot, or something else entirely. See App., *infra*, 21a ("The terminal * * * was built at least in some part on confiscated land.")

Since 2019, in accordance with the TSRA and OFAC and BIS regulations, Petitioner has shipped frozen chicken from the U.S. to Cuba. Two of those shipments included items donated to Cubans. By necessity, Petitioner's large vessels docked at the container terminal in Mariel Bay. See D. Ct. Doc. 177-1, at ¶¶ 58–62. Cuban companies handled the unloading of Petitioner's vessels and arranged to transport the cargo inland. App., *infra*, 6a.

2. In 2020, in the United States District Court for the Southern District of Florida, Respondent sued Petitioner for trafficking in confiscated property.[3] She claimed that Petitioner's deliveries to the container terminal in Mariel Bay "use[d] or otherwise benefit[ted] from" Azucarera's confiscated property, per 22 U.S.C. § 6023(13)(A).[4] After discovery, the district court (Bloom, J.) entered summary judgment for Petitioner. The court accepted Respondent's legal theory that Azucarera's shareholders "own[] the claim" as to Azucarera's confiscated land. See App., *infra*, 110a–

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[3] Four siblings' heirs and estates joined her complaint, and their claims were dismissed. The Act bars actions based on claims to confiscated property acquired after March 12, 1996. See 22 U.S.C. § 6082(a)(4). Because Respondent's siblings died after March 12, 1996, their heirs and estates acquired their claims too late. See App., *infra*, 7a. The court of appeals affirmed the dismissal of their actions against Petitioner. See App., *infra*, 9a–12a.

[4] Respondent also argued that Petitioner's deliveries trafficked in property of another Cuban company (Maritima Mariel, S.A.), whose land on the other side of Mariel Bay, and right to build ports there, was confiscated. The court of appeals affirmed dismissal of those claims because Maritima's land is not part of the container terminal and because its right to build ports in Mariel Bay was nonexclusive. See App., *infra*, 15a–19a.

114a. On the merits, despite accepting Respondent's suggestion that the container terminal extends onto Azucarera's land, the court found no evidence that Petitioner specifically used or benefitted from whatever part of the container terminal extends onto Azucarera's land. See App., *infra*, 145a–146a. As that holding resolved Respondent's claim, the court did not address whether the "lawful travel" exception applies. See App., *infra*, 148a.

3. The court of appeals (Brasher, J., joined by Jordan and Abudu, JJ.) mostly affirmed but, most relevantly, reversed the dismissal of Respondent's Title III action as to Azucarera's confiscated land.

The court of appeals first held that individual shareholders can bring Title III actions concerning confiscated corporate property. The Act grants a right of action to a U.S. national "who owns the claim to such property." 22 U.S.C. § 6082(a)(1)(A). The court held, as a matter of law, that a shareholder "owns the claim to" land the Cuban government took from a corporation. "The statute operates to protect those who had an interest in confiscated property, including shareholders, even if they did not own the property itself." App., *infra*, 13a. On the court's view, limiting Title III's right of action to the individuals and corporations who owned land before confiscation "would require us to remove the word 'claim' from the statute or redefine property." *Ibid.*

The court of appeals then held that, if the Mariel Bay container terminal indeed extends onto land Azucarera owned, all deliveries to the terminal would, as a matter of law, "traffic" in Azucarera's land, whether or not they contacted the land, because all deliveries

to the terminal "use or otherwise benefit from" that land. The court held that neither verb in the statute requires a direct connection between a defendant's activity and the confiscated property. See App., *infra*, 22a–23a ("Thus, to 'use' confiscated property suggests that a person must make that property of service to them, avail themselves of that property, or carry out some action in connection with the property, *either directly or indirectly*.") (emphasis added); App., *infra*, 23a ("And again, the statute and these definitions lack any suggestion that the 'benefit' must be directly attributable to a given source."). Construing the Act so broadly, the court of appeals held that Respondent's many-steps-removed theory of liability is viable in this case and, presumably, any other case involving the container terminal in Mariel Bay:

> And it's reasonable to believe that Seaboard's commercial activity "otherwise benefit[s]" from Fernandez's property, even if Seaboard did not directly encroach upon it—because without Fernandez's property the terminal could not have been built and could not operate as it does today. A reasonable factfinder could conclude that by using the terminal, Seaboard benefits from the confiscated property because the larger terminal's existence and operation is what allows Seaboard to conduct its shipping activities.

App., *infra*, 24a.

Because the court of appeals rejected the district court's narrower interpretation of "traffics," the court

of appeals considered Petitioner's argument that it is shielded by the Act's exception for transactions incident to lawful travel. See App., *infra*, 30a–31a. The court concluded that "travel" is limited to "movement of people," App., *infra*, 30a, and that Petitioner did not, as a matter of law, "engage in 'lawful travel'" when it "delivered commercial goods to Cuba," App., *infra*, 31a.

In a concurring opinion, Judge Jordan emphasized his agreement with the majority's broad interpretation of "otherwise benefiting from" in Section 6023's definition of "traffics." He also addressed the "lawful travel" exception and the OFAC and BIS regulations. Judge Jordan acknowledged the United States' *amicus* brief taking the same position as Petitioner takes, agreed that the government's "reading" is "grammatically permissible," but ultimately rejected it. In his view, Petitioner's carriage of frozen chickens from the U.S. to Cuba is not "travel" because "we use the word travel to refer to persons * * * and not to inanimate goods or commodities." App., *infra*, 34a–39a.

REASONS FOR GRANTING THE PETITION

I. The Eleventh Circuit's approach to the Act conflicts with this Court's precedents.

If the decision below is right—if any company that shipped containers to Cuba since the Mariel Bay terminal opened in 2014 is potentially liable to Respondent for hundreds of millions of dollars—Respondent will soon rank among the Forbes 400. But the decision below is *not* right. The court of appeals endorsed a shockingly broad reading of the Helms-Burton Act because, on each of three key interpretive issues, the

court neglected and deviated from this Court's teachings on background principles. Further review is necessary to restore a proper construction of the Act.

A. Shareholders of corporations that owned property when it was confiscated do not have a right of action under Title III.

Under Title III of the Act, only the U.S. national who "owns the claim to" confiscated property has a right of action against those who traffic in that property. 22 U.S.C. § 6082(a)(1)(A). The court of appeals erred as a matter of law in holding that corporate shareholders "own[] the claim" to a Cuban corporation's property confiscated by the Cuban government.

In the Act's official findings, Congress viewed the Cuban government's uncompensated confiscation of private property as a "taking." 22 U.S.C. § 6081(2). Before that, this Court likewise viewed the confiscations as takings. See *Sabbatino*, 376 U.S. at 428–429. When a government takes private property, "the claim to" the property belongs to the legal person who owned the property "at the time of the taking." *Palazzolo* v. *Rhode Island*, 533 U.S. 606, 628 (2001) (citing *Danforth* v. *United States*, 308 U.S. 271, 284 (1939)). Thus, when a corporation owns property at the time the Cuban government confiscates it, "the claim to such property," 22 U.S.C. § 6082(a)(1)(A), belongs to the corporation.

Shareholders are not the corporation. "[A] basic tenet of American corporate law is that the corporation and its shareholders are distinct entities." *Dole Food Co.* v. *Patrickson*, 538 U.S. 468, 474 (2003) (citing *Banco Para El Comercio Exterior de Cuba*,

462 U.S. at 625). Consequently, "[a]n individual shareholder, by virtue of his ownership of shares, does not own the corporation's assets * * *." *Ibid.*; see *R.I. Hosp. Tr. Co.* v. *Doughton*, 270 U.S. 69, 81 (1926) ("The owner of the shares of stock in a company is not the owner of the corporation's property.").[5] Shareholders do not own corporate real estate and have no individual takings claim when corporate real estate is confiscated. Nor do shareholders own the corporation's takings claim when a government takes corporate real estate.

Like all federal statutes, the Helms-Burton Act preserves fundamental rules of corporate law, including the rule of corporate separateness, unless Congress "speak[s] directly" and says something different. *United States* v. *Bestfoods*, 524 U.S. 51, 63 (1998) (quoting *United States* v. *Texas*, 507 U.S. 529, 534 (1993)); see *Burks* v. *Lasker*, 441 U.S. 471, 478 (1979) (observing that "state corporation law" is not "replaced simply because a plaintiff's cause of action is based upon a federal statute"). In the Act, Congress did not say something different. On the contrary, the Act's text reveals Congress's expectation, in normal cases, of one claim per confiscated property, not hundreds of claims per confiscated property, as would be the norm if shareholders had claims. Section 6082(a) links a singular subject ("any United States national") with a singular verb ("owns") and a singular object preceded by the singular article ("the claim"). Corporations typically have multiple shareholders, and on

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[5] The rule of corporate separateness is not unique to the United States: Before Castro, Cuban law recognized the rule, too. See *Nielsen* v. *Sec'y of Treasury*, 424 F.2d 833, 841 (CADC 1970).

the Eleventh Circuit's view, if the Cuban government confiscated corporate property, every one of the corporation's shareholders "owns the claim to such property." Linguistically, however, it makes little sense to refer to shareholders, individually or collectively, as owning "*the* claim" singularly.

The Eleventh Circuit's interpretation of the Act is contrary to historical practice, as well. Before the Act, actions seeking U.S. judicial recourse for the Cuban government's confiscation of corporate property were brought by the corporations themselves, not by the shareholders. *Palicio*, for example, was "brought in the name of the five intervened Cuban business entities." Lawyers hired by the corporations' post-confiscation owners were allowed to represent the companies for most claims, and lawyers hired by the pre-confiscation owners were allowed to represent the companies only for trademark claims (because "the former owners have continued to carry on some business in this country *in the names of the plaintiff entities*"). *F. Palicio y Compania, S.A.* v. *Brush*, 256 F. Supp. 481, 483, 492, 494 (S.D.N.Y. 1966) (emphasis added).[6] Courts and litigants respected corporate separateness before the Helms-Burton Act, and there is no indication in the Act that Congress meant to deviate from that practice in Title III.

The Eleventh Circuit's defense of its interpretation is ultimately unresponsive. The court of appeals

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[6] A decade later, this Court reversed the Second Circuit and reinstated the same district court's holding that the act-of-state doctrine did not bar asserting a set-off counterclaim against the corporations. See *Alfred Dunhill of London*, 425 U.S. at 688–690.

asserted that, to dismiss Respondent's Title III action because "Azucarera owned the property at issue, rather than the shareholders * * * would [1] require us to remove the word 'claim' from the statute or [2] redefine property against the statute's explicit language." App., *infra*, 13a. Neither assertion is correct.

- To hold that "the claim" to confiscated corporate property belongs to corporations, not their shareholders, reads no words out of the statute. Today, the person "who owns ~~the claim to~~ such property" is the Cuban government (or its assignee or designee), not the corporation the Cuban government took the property from six decades ago. The statute includes the words "the claim to" precisely because, after confiscation, a former owner of property does not own the property but owns only "the claim to such property."

- Neither does the statute's definition of "property" suggest that Congress discarded the rule of corporate separateness. The definition is surely all-inclusive, reaching "any * * * interest" in confiscated property. 22 U.S.C. § 6023(12). But in this case, Respondent does not contend that Petitioner trafficked in an "interest" that she, as an Azucarera shareholder, might have had in Azucarera's land. She simply contends that Petitioner trafficked in Azucarera's land, which is why, for example, she seeks damages based on the market value of that land.

The Eleventh Circuit's erroneous interpretation of Section 6082(a)(1)(A) is already metastasizing. Weeks

after denying Petitioner's rehearing petition, a different panel of the court of appeals applied the shareholders-automatically-have-claims holding to a case involving an airport. See *Regueiro*, 2025 WL 2158237, *6–*7. It is easy to see where this is headed: former shareholders in Cuban corporations will deem any shipper, airline, or other transportation company to have trafficked in confiscated property allegedly incorporated into a present-day port, airport, or other transportation center. Such a result cannot be harmonized with Congress's expectation that "only about 700 claims, principally commercial interests," would "come under the act." 142 Cong. Rec. S1479-04, at S1480 (Mar. 5, 1996).

B. The Eleventh Circuit's ruling—that companies "benefit from" confiscated property whenever they interact with a port or commercial facility partially built over confiscated property—embraces nearly limitless but-for causation contrary to this Court's precedents.

The Act targets trafficking, defined as, among other things, "engag[ing] in a commercial activity using or otherwise benefiting from confiscated property." 22 U.S.C. § 6023(13)(A)(ii). Surveying a stack of dictionaries, the Eleventh Circuit concluded that this provision encompasses any commercial activity "either directly or indirectly" connected to confiscated property. App., *infra*, 22a–23a. A "use" need not "be direct or physical." *Ibid.* Likewise, a "benefit" need not "be directly attributable." App., *infra*, 23a. The court concluded that Petitioner arguably benefitted from

Azucarera's property, "even if [Petitioner] did not directly encroach upon it," because without the small piece of Azucarera's property that Respondent claims is under part of the container terminal, "the terminal could not have been built and could not operate as it does today." App., *infra*, 24a. The court of appeals' practically limitless interpretation of trafficking, as including long-tail, incidental benefits, is wrong as a matter of law and threatens crippling liability.

The key statutory terms ("using or otherwise benefiting from") are all paradigmatic examples of words, not only with many individual meanings, but whose individual meanings have both broad and narrow senses. See, *e.g.*, *Bailey* v. *United States*, 516 U.S. 137, 143 (1995) (*use*—"Consider the paradoxical statement: 'I *use* a gun to protect my house, but I've never had to *use* it.''Use' draws meaning from its context, and we will look not only to the word itself, but also to the statute and the sentencing scheme, to determine the meaning Congress intended."); *Fischer* v. *United States*, 529 U.S. 667, 677 (2000) (*benefit*—acknowledging a range of meanings of "benefits" in order to ascertain whether someone "receives * * * benefits" from a federal program); *Cnty. of Maui, Hawaii* v. *Hawaii Wildlife Fund*, 590 U.S. 165, 172 (2020) (*from*—"The linguistic question here concerns the statutory word 'from.'"). Picking the right meaning and the right scope of that meaning is a highly context-sensitive project, yet the Eleventh Circuit looked only at dictionaries, not context. "Whether a statutory term is unambiguous, however, does not turn solely on dictionary definitions of its component words." *Yates* v. *United States*, 574 U.S. 528, 537 (2015); *cf. Husted* v.

A. Philip Randolph Inst., 584 U.S. 756, 769 (2018) ("When a statutory provision includes an undefined causation requirement, we look to context to decide whether the statute demands only but-for cause as opposed to proximate cause or sole cause.").

Multiple signals in the Act demonstrate that Congress had a narrower scope of "use" and "benefit from" in mind—a scope more akin to proximate cause than to but-for cause. The loudest signals are the Act's remedial provisions. Traffickers owe claimants the fair market value of confiscated property, see 22 U.S.C. § 6082(a)(1)(A)(iii), a figure that has no rational relationship to the Eleventh Circuit's holding that trafficking includes receipt of incidental benefits. Moreover, that claimants can recover the fair market value *from each trafficker* suggests that Congress anticipated that confiscated property could be "used" or "benefitted from" *once*, since a claimant is made whole the first time that he or she obtains the fair market value of confiscated property. But if widely available incidental benefits (such as the ability to deliver cargo to a port and container terminal) are the kinds of "uses" or "benefits" Congress had mind, claimants could obtain the fair market value again and again and again—a windfall, not a make-whole remedy.

Paying fair market value isn't the only price for trafficking, either. An alien who traffics in confiscated property—*i.e.*, who "enters into a commercial arrangement using or otherwise benefiting from confiscated property"—shall be excluded from entering the United States. *Id.* § 6091(a)(2), (b)(2). That is an extreme remedy to mandate for commonplace activities

like unloading at a container terminal or landing at an airport.

The Eleventh Circuit believed the "broad liability" its interpretation generates harmonizes with the Act's statement of purpose to "deny traffickers any profits from economically exploiting Castro's wrongful seizures." App., *infra*, 24a (quoting 22 U.S.C. § 6081(11). That particular statement of purpose only begs the question of what "trafficking" means: Sure, Congress aimed to deny traffickers their profits, but that does not imply that anyone who profits is a trafficker.

The more apposite statement of purpose, completely overlooked by the court of appeals, is the one *that actually defines "trafficking"*: "The Cuban Government is offering foreign investors the opportunity to purchase an equity interest in, manage, or enter into joint ventures using property and assets some of which were confiscated from United States nationals. *This 'trafficking' in confiscated property* provides badly needed financial benefit * * * ." 22 U.S.C. § 6081(5)–(6) (emphasis added). Investment-like activities are the sort of "trafficking" Congress had in mind; investors are the prototype of traffickers "using or otherwise benefiting from" confiscated property. Delivering frozen chickens to a container terminal is not remotely like investing in the terminal itself.

Companies that bring goods to Cuba on container vessels do not "traffic" in Azucarera's confiscated land and owe Respondent the fair market value of that land, many times over, just because the principal container port in Cuba allegedly extends a little bit onto the confiscated land. The Court should grant review

to correct the lower court's extreme interpretation of the Act, which will devastate lawful commodities shipping to Cuba.

C. A shipper who lawfully delivers goods to Cuba is engaged in "lawful travel" and shielded from Helm-Burton Act liability.

Under the Helms-Burton Act, trafficking does not include "transactions and uses of property incident to lawful travel to Cuba, to the extent that such transactions and uses of property are necessary to the conduct of such travel." 22 U.S.C. § 6023(13)(B)(iii). Here, Petitioner's commodities shipments to Cuba, and the transactions incident to those shipments, were lawful under federal law. The TSRA (enacted shortly after the Helms-Burton Act) and OFAC and BIS regulations expressly permit exportation of agriculture commodities and donations. See pp. 6–7, *supra*.

The Eleventh Circuit held that the "lawful travel" exception does not protect Petitioner. The court of appeals reasoned that, because "travel" and "trade" have different meanings, a company engaged in "trade or transactions with" Cuba cannot, as a matter of law, be engaged in "travel to or from" Cuba. See App., *infra*, 30a–31a. That reasoning is fallacious. That two words have different dictionary definitions does not imply that their meanings are mutually exclusive. A person can trade without traveling (*e.g.*, purchasing securities with wired funds). A person can travel without trading (*e.g.*, humanitarian trips). And a person can do both simultaneously (*e.g.*, transporting goods).

"Travel" and "trade" comprise a classic Venn diagram, and this case sits in the region where the two categories overlap. Petitioner did not magically teleport frozen chickens to Cuba, nor did the frozen chickens fly themselves. Petitioner's container vessels and sailors physically carried those goods when they traveled by sea from the U.S. to Cuba. The court of appeals lost sight of that truth because it asked whether *frozen chicken* lawfully "traveled" to Cuba. See App., *infra*, 37a–38a (Jordan, J., concurring). That's the wrong question. The right question is whether *Petitioner, its vessels, and/or its employees* lawfully "traveled" to Cuba when they shipped frozen chickens. The answer to that question is obviously "yes."

Why the Eleventh Circuit even fixated on "trade" is a head-scratcher. The "lawful travel" exception says nothing about trade. The court of appeals claimed to find the travel-or-trade dichotomy in the Act's definition of "the economic embargo of Cuba," which refers to "all restrictions on trade or transactions with, and travel to or from, Cuba." App., *infra*, 30a (quoting 22 U.S.C. § 6023(7)). That definition has no connection with the lawful travel exception. And it simply confirms that, when the Act was enacted, the embargo comprised restrictions on trade (with or without travel) and restrictions on travel (whether for personal, commercial, or other purposes).[7] It does not imply that, throughout the Act, Congress used "travel" in a strictly non-commercial sense.

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[7] The definition uses "trade" and "travel" (1) in a parenthetical clause (2) that begins with the word "including," both of which confirm that the court of appeals should not have looked

The Eleventh Circuit claimed it had to interpret "travel" and "trade" as mutually exclusive, lest it fail to give meaning to all the words in the definition of "the economic embargo of Cuba." See App., *infra*, 30a. The court ignored this Court's teaching that the anti-superfluity canon, even where it properly applies, is not a strict command. "Redundancies across statutes are not unusual events in drafting." *Conn. Nat'l Bk.* v. *Germain*, 503 U.S. 249, 253 (1992). Congress's use of distinct-yet-overlapping words like "trade" and "travel" in a single definition is best understood as an effort to "remove * * * doubt," *Ali* v. *Fed. Bureau of Prisons*, 552 U.S. 214, 226 (2008), about the breadth of "the economic embargo of Cuba," not as a signal that Congress expected the "lawful travel" exception to apply only to people traveling to Cuba for non-commercial purposes.

The Eleventh Circuit asserted that federal regulations "reinforce this distinction." App., *infra*, 31a. On the contrary, the regulations and the TSRA explode the distinction. The TSRA instructs the Secretary of the Treasury to "promulgate regulations under which [certain] travel-related transactions * * * are authorized by general license for *travel* to, from, or within Cuba *for the marketing and sale of agricultural*

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to that definition for technical precision. See 22 U.S.C. § 6023(7) ("The term 'economic embargo of Cuba' refers to—(A) the economic embargo *(including all restrictions on trade or transactions with, and travel to or from, Cuba, and all restrictions on transactions in property in which Cuba or nationals of Cuba have an interest)* that was imposed against Cuba pursuant to section 2370(a) of this title, section 4305(b) of title 50, the Cuban Democracy Act of 1992 (22 U.S.C. 6001 and following), or any other provision of law * * * .") (emphasis added).

and medical goods pursuant to the provisions of this chapter." 22 U.S.C. § 7209(a) (emphases added). The authorizing statute textually links "travel" and "agricultural" trade—exactly what Petitioner did.

OFAC maintains a list of approved "travel-related transactions." 31 C.F.R. § 515.560(a). The court of appeals observed that the list "generally" refers "to the movement of people." App., *infra*, 30a. Many items on the list do refer to the movement of people, but the court missed that some items on the list specifically refer to the movement of goods: Items 11 and 12 on the list of "travel-related transactions" both refer to "exportation" and "export," including the very exportation Petitioner did here. 31 C.F.R. § 515.560(a)(11) & (12). Like the authorizing statute, the regulations link "travel" and "exportation."

Pointing to OFAC's and BIS's regulations, the United States told the Eleventh Circuit that "the phrase 'lawful travel to Cuba' * * * means travel for which transactions are authorized under the Cuban Assets Control Regulations." Trivago *Amicus* Br. 34. The U.S. government, in other words, has defended companies, like Petitioner, that lawfully traveled to Cuba in accordance with the federal regulations. The decision below rebuffs the United States' considered view, to the detriment of companies who relied on the United States' assurance that their lawful participation in a humanitarian effort to deliver food to suffering Cubans would not subject them to punishment, let alone crippling monetary liability. The Court's review is urgently needed to reconcile the Helms-Burton Act, on the one hand, with the TSRA and implementing regulations, on the other.

II. Immediate review is necessary.

Instead of targeting foreign investors, Helms-Burton Act plaintiffs are targeting American companies "who often have very little direct connection to plaintiffs' expropriated property." Sivrieva, *The Helms-Burton Act Backfires: Surprising Litigation Trends Following Title III's Long-Feared Activation*, 42 N. Ill. U. L. Rev. 1, 75–76 (2021). In the decision below, the Eleventh Circuit opened the door to these suits when it took the three wrong turns described above, upending the federal regime regulating agricultural commerce with Cuba and threatening innocent businesses with ruinous liability. The threat is not idle. Commercial airlines are defending against significant Helms-Burton Act claims. See *Regueiro*, 2025 WL 2158237, *6–*7. So are Internet companies. See *Echevarria* v. *Trivago GMBH*, No. 19-22621 (S.D. Fla.). More will come.

The breadth and magnitude of the domestic- and foreign-policy consequences of the Eleventh Circuit's decision in this case warrant further review. Days before this petition was filed, the Solicitor General echoed those concerns in urging the Court to hear two other Helms-Burton Act cases this Term. See *Exxon Mobil Corp.* v. *Corporación Cimex, S.A.*, Case No. 24-699; *Havana Docks Corp.* v. *Royal Caribbean Cruises, Ltd.*, Case No. 24-983. The SG agrees that the Eleventh Circuit plays an outsized role in the development of case law interpreting the Act, such that this Court's review is warranted in cases like this one. See U.S. *Amicus* Br. 19–20, Case No. 24-983. The SG also agrees that "bellwether" cases, like this one, seeking

hundreds of millions of dollars and presenting questions about the scope of the Act, are important to the current administration's conduct of "U.S. foreign policy." *Id.* at 20.

The questions presented by Petitioner's case are lurking in the background of the other cases. In one, the plaintiff, like Respondent here, did not own the confiscated property itself. See U.S. *Amicus* Br. 8, Case No. 24-699 (noting that the plaintiff's subsidiary had owned the property before it was confiscated). In the other case, the defendant, like Petitioner here, raised the "lawful travel" defense, albeit in connection with ocean-going tourism rather than ocean-going shipment of agricultural commodities. See U.S. *Amicus* Br. 23, Case No. 24-983 (noting the defense and asserting that it is not directly implicated by the petition). If the Court decides to hear those cases, hearing this case would enable the Court to consider a fuller suite of critical, recurring Helms-Burton Act questions and thus further the goal of providing clear guidance for the surge of pending and forthcoming Helms-Burton claims.

CONCLUSION

The Court should grant the petition.

Respectfully submitted,

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