

No. 25-983

In the
Supreme Court of the United States

SOCIÉTÉ GÉNÉRALE DE BANQUE AU LIBAN S.A.L.,
Petitioner,

v.

ESTER LELCHOOK, *et al.*,
Respondents.

**On Petition for Writ of Certiorari
to the United States Court of Appeals
for the Second Circuit**

REPLY BRIEF FOR PETITIONER

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April 6, 2026

CORPORATE DISCLOSURE STATEMENT

Pursuant to this Court's recent amendments to Rule 29.6, Petitioner Société Générale de Banque au Liban S.A.L. states that it has no parent corporation and Société Générale S.A. (France) (GLE:PAR) is a publicly held corporation that owns 10% or more of Société Générale de Banque au Liban S.A.L.'s stock.

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INTRODUCTION

Respondents cannot square the decision below with this Court’s “defendant-focused ‘minimum contacts’ inquiry.” *Walden v. Fiore*, 571 U.S. 277, 284 (2014). Nor can they reconcile it with the conflicting decisions of eight other courts. Those courts correctly hold that principles of substantive “liability” are “irrelevant” to the minimum-contacts analysis. *Cent. States, Se. & Sw. Areas Pension Fund v. Reimer Express World Corp.*, 230 F.3d 934, 944 (7th Cir. 2000). Here, by contrast, that “jurisdictional analysis” was “determined” by “the substantive question of successor liability.” Pet.App.23a. And the Second Circuit wielded that twisted view of the law to assert power over a foreign defendant—notwithstanding its lack of forum contacts.

That approach is badly mistaken. And nowhere do Respondents try to ground it in this Court’s decisions. In fact, they now struggle to distance themselves from the sweeping theory they convinced the lower court to adopt. They remarkably suggest that the decision below turned on “*Petitioner’s* minimum contacts.” BIO.2. But that is inaccurate. Respondents argued the opposite to the Second Circuit—that *Petitioner’s* own contacts were “irrelevant.” 2d.Cir.Dkt.88 at 6. And the court did exactly what Respondents asked. It filled the void by “input[ing] LCB’s forum contacts to [Petitioner],” simply because the complaint “alleged sufficient facts to establish successor liability under New York law.” Pet.App.23a. As a result, the court wrongly held that personal jurisdiction turns on “where jurisdiction *over such liabilities* may lie.” Pet.App.28a (emphasis added).

“In short, when viewed through the proper lens—whether the *defendant’s* actions connect [it] to the *forum*—petitioner formed no jurisdictionally relevant contacts with [New York].” *Walden*, 571 U.S. at 289. That forecloses the exercise of personal jurisdiction here. But the decision below reached the opposite conclusion, and in doing so exacerbated an intractable conflict in the lower courts. This Court should grant certiorari to uphold its precedent, resolve the lower courts’ confusion, and reject the “jurisdiction follows substantive liability” approach.

ARGUMENT

I. The Lower Courts Are Divided.

Respondents cannot bridge the doctrinal divide. Instead, they try to distort the decisions in the split. They maintain that all courts “agree” that “liability and jurisdiction are distinct concepts.” BIO.12. But that is not the position they took below—because the courts on their side disagree with it. And ultimately so did the Second Circuit.

A. Indeed, Respondents urged the Second Circuit to embrace a “national trend” of courts “*equat[ing]* personal jurisdiction with liability” through the exercise of “successor jurisdiction.” 2d.Cir.Dkt.88 at 3–4 (emphasis added) (quoting *Jeffrey v. Rapid Am. Corp.*, 529 N.W.2d 644, 653 (Mich. 1995)). Under this theory, “the court gains personal jurisdiction over [the defendant] simply as a consequence of their status as a successor in interest, without regard” to the defendant’s own “minimum contacts.” *LiButti v. United States*, 178 F.3d 114, 123 (2d Cir. 1999). Courts in this camp thus find it “proper” to “assert personal

jurisdiction” over a defendant “*whenever* forum law would hold the successor liable for its predecessor’s actions.” *City of Richmond v. Madison Mgmt. Grp., Inc.*, 918 F.2d 438, 454–55 (4th Cir. 1990) (quotation marks omitted); *see* Pet.11–12 (collecting cases).

The Second Circuit expressly “agree[d]” with that liability-based approach to jurisdiction here. Pet.App.23a. In its view, “if forum law could . . . hold the successor liable for its predecessor’s actions,” then the predecessor’s “related jurisdictional actions should also attach to the successor.” Pet.App.22a–23a.

B. Respondents concede that this liability-based jurisdiction theory conflicts with *Smith v. Halliburton Co.*, 879 P.2d 1198, 1206 (N.M. Ct. App. 1994). BIO.22. And the split runs far deeper than that. Many other courts recognize—contrary to the decision below—that “liability is not to be conflated with amenability to suit in a particular forum.” *AT&T v. Compagnie Bruxelles Lambert*, 94 F.3d 586, 591 (9th Cir. 1996); *see* Pet.12–16. Respondents’ attempts to distinguish these cases fall flat.

Respondents first strain to downplay the Seventh and Ninth Circuit cases as involving imputed “statutory liability.” BIO.21. But that distinction makes no difference. Respondents never explain why common-law principles of imputational liability—but not statutory ones—could override the “defendant-focused ‘minimum contacts’ inquiry.” *Walden*, 571 U.S. at 284. Either way, if “a defendant does not have sufficient minimum contacts with the forum, then [the] personal jurisdiction analysis ends” in the Seventh and Ninth Circuits, “without examining the plaintiff’s causes of action.” *Cent. States*, 230 F.3d at

944; *see AT&T*, 94 F.3d at 590–91. That approach is directly at odds with the position embraced below.

Respondents nevertheless try to blur the divide with *Purdue Research Foundation v. Sanofi-Synthelabo, S.A.*, 338 F.3d 773 (7th Cir. 2003). But that case only confirms the split. The court there *rejected* the argument that a contractual “assignee”—which is no different from a contractual purchaser of assets and liabilities—“assumes the assignor’s contacts with the forum state.” *Id.* at 784. The court instead held that “[j]urisdiction over an assignee must be based on the assignee’s *own* acts and does not arise solely because the assignor may be subject to personal jurisdiction.” *Id.* (emphasis added; citation omitted). That defendant-centric approach follows this Court’s precedents and conflicts squarely with the decision below. And Respondents’ effort to cherry-pick the Seventh Circuit’s reference to a “corporate successor” fails because the court there was plainly referring to those cases in which “the two corporations are the *same entity*.” *Id.* (quotation marks omitted). That is not the case here. Pet.App.5a.

Respondents also fail to explain away *Nimmer v. Giga Entertainment Media, Inc.*, 905 N.W.2d 523 (Neb. 2018). They argue that case involved an attempt to impute contacts for “*general*” jurisdiction purposes. BIO.22. But, again, they never explain why that makes a difference. And, in all events, Respondents ignore that the Nebraska Supreme Court refused to apply the “corporate successor liability” theory “when ascribing minimum contacts for personal jurisdiction.” *Id.* at 649–51. “Minimum contacts,” of course, is a *specific* jurisdiction inquiry.

Respondents' effort to distinguish *SEC v. Gastauer*, 93 F.4th 1 (1st Cir. 2024), likewise fails. They note that the SEC did not specifically allege that the relief defendant there knew the "illicit provenance" of the money he received. *Id.* at 5. But the First Circuit's analysis did not hinge on any lack of knowledge. Rather, it turned—as this Court's precedent commands—on the defendant himself "lack[ing] any relevant contacts" with the forum. *Id.* at 13. As the First Circuit emphasized, "[d]ue process dictates that a court may *only* assert its power over an out-of-forum defendant if the party has 'such [minimum] 'contacts' with the forum.'" *Id.* at 8 (emphasis added) (quoting *Ford Motor Co. v. Mont. Eighth Judicial Dist. Ct.*, 592 U.S. 351, 358 (2021)). That "necessary predicate" to the exercise of personal jurisdiction was not (and could not be) found here. *World-Wide Volkswagen Corp. v. Woodson*, 444 U.S. 286, 295 (1980). Instead, the Second Circuit imputed the contacts of a third party.

Respondents suggest the First Circuit itself did something similar in *Rodríguez-Miranda v. Benin*, 829 F.3d 29 (1st Cir. 2016). But that is not true. As *Gastauer* explains, the defendants there were the "alter egos of the original defendants." 93 F.4th at 10. They were "therefore legally a single entity." *Rodríguez-Miranda*, 829 F.3d at 42. Not so here. Petitioner is a "distinct legal entity" from LCB. Pet.App.40a. As such, this case is just like *Gastauer*, and the First Circuit would "decline to adopt" the Second Circuit's theory "regarding the imputation of jurisdictional contacts to [Petitioner]." 93 F.4th at 13.

Respondents similarly ignore the Sixth Circuit's reasoning in *City of Monroe Employees Retirement*

System v. Bridgestone Corp., 399 F.3d 651 (6th Cir. 2005). The court there refused to “substitute” the law’s “substantive bases” for imputing “liability for the required, due-process based personal jurisdiction analysis” that is personal to each defendant. *Id.* at 668. But, again, that is precisely what the Second Circuit did in this case. And neither of the other Sixth Circuit cases that Respondents cite washes away this split. One decision is unpublished, see *Perry Drug Stores v. CSK Auto Corp.*, 93 F. App’x 677 (6th Cir. 2003), and the other involved a “merger,” *Duris v. Erato Shipping, Inc.*, 684 F.2d 352, 356 (6th Cir. 1982). Respondent “d[id] not merge” to create a single entity with LCB. Pet.App.12a. That is why Respondents have *separately* sued both entities. See Pet.7.

As to the Third Circuit, Respondents concede that the cases cited in the Petition hold that “liability and jurisdiction are distinct concepts.” BIO.18. And while Respondents claim this is the Second Circuit’s position too, that is incorrect for the reasons already explained. The lower court used principles of “successor liability under New York law” to “impute LCB’s forum contacts to [Petitioner] for purposes of [its] personal jurisdiction analysis.” Pet.App.23a. In turn, the minimum-contacts inquiry was “determined” by the “substantive question of successor liability.” Pet.App.23a. The Second Circuit thus did exactly what the Third Circuit refuses to do by “confusing substantive legal precepts with jurisdictional ones.” *Witt v. Scully*, 539 F.2d 950, 951 (3d Cir. 1976).

The Second Circuit’s liability-based approach to jurisdiction would not fly in the Fifth Circuit either. The Fifth Circuit “has held that courts can impute

forum contacts of a predecessor company to the successor corporation, but *only*” where “the successor corporation is a ‘mere continuation’ of the predecessor.” *Halliburton Energy Servs. v. Ironshore Specialty Ins. Co.*, 921 F.3d 522, 543 n.21 (5th Cir. 2019) (emphasis added). That is because, in those circumstances, “the successor corporation is, in fact, the *same corporate entity* as the predecessor corporation.” *Patin v. Thoroughbred Power Boats Inc.*, 294 F.3d 640, 654 (5th Cir. 2002). But, when that premise no longer holds, imputation is no longer proper. Unless the two nominal entities are “*the same entity* in the eyes of the law,” *id.*, “the proper exercise of personal jurisdiction over a nonresident corporation may not be based solely upon the contacts with the forum state of another corporate entity,” *Freudensprung v. Offshore Tech. Servs., Inc.*, 379 F.3d 327, 346 (5th Cir. 2004). Instead, the “due process requirements of *International Shoe* ‘must be met as to each defendant’” individually. *Patin*, 294 F.3d at 653 (citation omitted). The Second Circuit held otherwise here, exercising jurisdiction over Petitioner based on “LCB’s forum contacts,” even though LCB continues to “exist[] as a separate entity.” Pet.App.23a, 40a.

* * *

In all these ways, Respondents fail to refute the split. The lower courts disagree on whether substantive liability principles can be used to impute jurisdictional contacts to a defendant with no forum contacts of its own. This Court’s intervention is needed to resolve the divide.

II. The Decision Below Conflicts with this Court's Defendant-Centric Approach.

Certiorari is also warranted because the decision below conflicts with this Court's precedents. Indeed, this Court's "[w]ell-established principles of personal jurisdiction are sufficient to decide this case." *Walden*, 571 U.S. at 291. "[I]t is the defendant, not the plaintiff or third parties, who must create contacts with the forum State." *Id.* And Petitioner itself "ha[s] simply had nothing to do with the State of [New York]." *Shaffer v. Heitner*, 433 U.S. 186, 216 (1977); see Pet.1, 6–7, 19–20.

Respondents say tellingly little in response. They double-down on the lower court's reasoning that Petitioner "was able to assess its transaction with LCB before assuming LCB's liabilities." BIO.22 (emphasis omitted) (quoting Pet.App.28a). But the "transaction" undisputedly took place *in Lebanon*. Thus, this arms-length foreign transaction between two Lebanese parties was not an "act by which the defendant purposefully avail[ed] itself of the privilege of conducting activities within [New York]." *Hanson v. Denckla*, 357 U.S. 235, 253 (1958).

Nor does it make any sense to analyze "where jurisdiction over [LCB's] liabilities may lie," as Respondents insist. BIO.22 (quoting Pet.App.28a). That "confuses the question" of "liability with that of the proper forum in which to determine that liability." *Kulko v. Superior Ct. of Cal.*, 436 U.S. 84, 96 (1978). And it "impermissibly allows a [third party's] contacts" to "drive the jurisdictional analysis." *Walden*, 571 U.S. at 289. This Court has "consistently rejected" such theories of personal jurisdiction. *Id.* at 284.

In the end, Respondents cannot seriously defend the Second Circuit’s exercise of power over Petitioner “based on LCB’s conduct.” Pet.App.29a. The connection “between the defendant and the forum State necessary for a finding of minimum contacts must come about by an action *of the defendant* purposefully directed toward the forum.” *Asahi Metal Indus. Co. v. Superior Ct. of Cal.*, 480 U.S. 102, 112 (1987) (plurality op.) (some emphasis omitted). And that “necessary” connection is missing here. “[N]one of petitioner’s challenged conduct”—which consists of executing the Lebanese SPA overseas—“had anything to do with [New York] itself.” *Walden*, 571 U.S. at 289. The lower court’s “assertion of jurisdiction over [Petitioner] based solely on the activities of [LCB]” was thus “plainly unconstitutional.” *Rush v. Savchuk*, 444 U.S. 320, 332 (1980).

III. This Is an Ideal Vehicle to Resolve the Question Presented.

Stuck with a clear split and a decision that flouts this Court’s precedents, Respondents fumble for a vehicle issue. They ultimately land on labeling the decision below “fact-intensive.” BIO.3; *see also* BIO.8–9, 12, 15–16. But the supposed “factual findings” that Respondents invoke are all legal errors or irrelevant to the question presented. BIO.15.

Take Respondents’ suggestion that Petitioner could, in some abstract sense based on “the state of ATA and personal jurisdiction law in 2011,” foresee this suit nearly a decade later in New York. BIO.15. That argument fails even on its terms. *See* Pet.23–24. But, more importantly, it is legally beside the point. As the Petition explained, the “foreseeability that is

critical to due process analysis” is “that the *defendant’s conduct and connection with the forum State* are such that [it] should reasonably anticipate being haled into court there.” Pet.22–23 (quoting *Burger King Corp. v. Rudzewicz*, 471 U.S. 462, 474 (1985)). Respondents simply ignore that blackletter law, while perpetuating the same mistake made by the court below.

Respondents next parrot the lower court’s contention that Petitioner “benefited from LCB’s activities in New York.” BIO.15. But that purported “factual finding” is irrelevant too. As a matter of law, “financial benefits accruing to the defendant from a collateral relation to the forum State will not support jurisdiction if they do not stem from a constitutionally cognizable contact with that State.” *World-Wide Volkswagen*, 444 U.S. at 299; *see* Pet.21–22. Respondents conspicuously ignore this bedrock principle. And they, like the Second Circuit, fail to identify any contact that *Petitioner* had with New York.

Switching gears, Respondents argue that the transaction here “resembles a merger” because Petitioner obtained LCB’s liabilities. BIO.15 (quoting Pet.App.40a). But that neglects the critical ways in which this transaction differs from a merger: LCB remains a “separate” and “distinct legal entity” that received \$580 million from Petitioner, Pet.App.40a, and there was no continuity of ownership following the transaction, *see New York v. Nat’l Serv. Indus., Inc.*, 460 F.3d 201, 211–12 (2d Cir. 2006) (Sotomayor, J.) (emphasizing that “continuity of ownership is the essence of a merger” (quotation marks omitted)).

That makes all the difference. This indisputable “separation” between the two companies cannot be “ignored in determining the existence of jurisdiction.” *Cannon Mfg. Co. v. Cudahy Packing Co.*, 267 U.S. 333, 336 (1925). And because LCB and Petitioner are not “one and the same” entity, there is no basis to impute LCB’s contacts to Petitioner. *Patin*, 294 F.3d at 654. Its “contacts with the forum State must be assessed individually.” *Keeton v. Hustler Mag., Inc.*, 465 U.S. 770, 781 n.13 (1984). The Second Circuit did not do that here.

Reaching further, Respondents claim that even though successor liability dictated the Second Circuit’s analysis of minimum contacts, the court “did not premise jurisdiction solely on its finding of successor liability.” BIO.16; *see also* BIO.3. But this ignores the “two-step approach” to specific jurisdiction, which “requires *both* (1) that the defendant establish minimum contacts with the forum State, *and* (2) that the assertion of personal jurisdiction is reasonable and comports with fair play and substantial justice.” 4 Wright & Miller, *Federal Practice & Procedure* § 1067.2 (4th ed. 2026) (emphases added). In that way, “minimum contacts” are “necessary to create specific jurisdiction,” *Walden*, 571 U.S. at 283, even if they are not by themselves sufficient, *see Burger King*, 471 U.S. at 476–77. Thus, the Second Circuit could not rest its decision on the “fair play and substantial justice” element alone. BIO.3 (quoting Pet.App.4a). It needed first to find that Petitioner had minimum contacts with the forum. And, on that “necessary” threshold question, the fatal flaw in the Second Circuit’s decision remains: The court treated the state-law liability

issue as dispositive of the minimum-contacts inquiry. *See* Pet.13; Pet.App.22a–23a.

That legal error is also outcome-determinative. Respondents’ “sole[]” attempt to satisfy the minimum-contacts element was to assert a “successor theory of jurisdiction.” Pet.App.22a; *see also* Pet.App.11a. They did “not allege [that Petitioner] is subject to personal jurisdiction in New York by virtue of its own contacts with the state.” Pet.App.103a. Hence, this Court need not address anything beyond the Second Circuit’s distortion of the minimum-contacts inquiry to reverse.

Finally, Respondents argue that dismissal will make litigation more burdensome for them. BIO.1, 17, 23. “But to the extent that is true, it cannot overcome [Petitioner’s] fundamental ‘right to be subject only to lawful power.’” *Gastauer*, 93 F.4th at 13 (quoting *J. McIntyre Mach., Ltd. v. Nicastro*, 564 U.S. 873, 884 (2011) (plurality op.)). Due process limits “protect the liberty of the nonresident defendant—not the convenience of plaintiffs.” *Walden*, 571 U.S. at 284. The decision below flips that principle on its head.

* * *

Respondents offer no good reason to deny certiorari. Their efforts to obscure the circuit split fail. Their defense of the decision below is unpersuasive. And their attempts to muddle the case are unavailing. This Court should grant certiorari and reverse.

CONCLUSION

The Court should grant the Petition.

Respectfully submitted,

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