APPENDIX

TABLE OF CONTENTS

STATE OF MINNESOTA
IN COURT OF APPEALS
A24-1449

Tanner Lynn,
Respondent,

vs.

BNSF Railway Company,
Appellant.

Filed July 7, 2025
Affirmed
Larson, Judge

Hennepin County District Court
File No. 27-CV-23-17523

Christopher J. Moreland, MSB Employment Justice, LLP, Minneapolis, Minnesota; and

Paula M. Jossart, Jossart Law Office, LLC, Burnsville, Minnesota (for respondent)

Charles E. Spevacek, Julia J. Nierengarten, Meagher & Geer, PLLP, Minneapolis, Minnesota (for appellant)

Considered and decided by Larkin, Presiding Judge; Larson, Judge; and Bentley, Judge.

NONPRECEDENTIAL OPINION

LARSON, Judge

In this lawsuit arising from a railroad worker's injury in South Dakota, appellant BNSF Railway Company contests a district court decision to deny its motion to dismiss for lack of personal jurisdiction under Minn. R. Civ. P. 12.02(b), arguing the ruling violates

the federal constitution. First, BNSF argues the district court's exercise of personal jurisdiction violates the Due Process Clause of the Fourteenth Amendment. Second, BNSF argues the exercise of personal jurisdiction violates the dormant Commerce Clause. Because binding Minnesota Supreme Court precedent allows Minnesota courts to exercise personal jurisdiction in this case, we conclude the district court properly denied BNSF's motion to dismiss.

FACTS

In November 2023, respondent Tanner Lynn sued BNSF in Hennepin County, Minnesota. Lynn, an Iowa resident, alleged the following facts in his complaint. BNSF is a railway company that operates "an interstate system of railroads in and through several states, including Hennepin County and the State of Minnesota." BNSF employed Lynn as a conductor and brakeman. Lynn's managers worked in the Twin Cities division and supervised Lynn's work. In December 2022, Lynn was operating a plow car near Colton, South Dakota. The plow car hit "a massive ice wall[,] causing it to derail off the tracks and flip onto its side." As a result, Lynn was "thrown from his seat" and "suffered severe and permanent injuries." Lynn alleged two causes of action: (1) negligence under the Federal Employers' Liability Act (FELA), 45 U.S.C. §§ 51-60 (2018) and (2) violation of workplace safety standards under 49 C.F.R. §§ 214.513, .518 (2024).

BNSF moved to dismiss for lack of personal jurisdiction under Minn. R. Civ. P. 12.02(b). BNSF argued that dismissal was appropriate because the injury occurred in South Dakota and its activities in Minnesota were insufficient to justify the exercise of personal jurisdiction in state court under the Due Process Clause. Alternatively, BNSF

argued that the exercise of personal jurisdiction violated the dormant Commerce Clause. In an attached declaration, BNSF's Director of Compliance stated that: (1) BNSF is incorporated in Delaware and its principal place of business is in Texas; (2) although "BNSF owns 1,489 miles of track in Minnesota," only 4.6% of its total track mileage is located in the state; and (3) although "BNSF employs approximately 1,800 people in Minnesota," that number only constitutes 5% of its workforce.

Lynn opposed the motion. For support, he provided documentation of BNSF's corporate registration in Minnesota and the Minnesota Department of Transportation's 2015 "State Rail Plan." The registration documents showed that, through its corporate predecessors, BNSF first registered as a non-resident business corporation in Minnesota in 1970. Except for a two-month period in 2007, BNSF remained registered in Minnesota for 55 years. The State Rail Plan stated that BNSF "is the dominant railroad in Minnesota," even though "its operations [here] constitute only a small part of its total network and revenue."

The district court issued an order denying BNSF's motion to dismiss. First, the district court determined that, consistent with the Due Process Clause, BNSF consented to personal jurisdiction when it registered an agent to accept service of process under Minn. Stat. § 303.06 (2024). Second, it determined that consent to personal jurisdiction under section 303.06 did not violate the dormant Commerce Clause, emphasizing that, in addition to having a registered agent, "BNSF owns 1,469 miles of railroad track and employs approximately 1,800 people in Minnesota." In resolving both arguments, the district court relied on precedent from the Minnesota Supreme Court: *Rykoff-Sexton, Inc. v. American*

Appraisal Associates, Inc., 469 N.W.2d 88 (Minn. 1991) (Due Process Clause); *Erving v. Chicago & Northwestern Railway Co.*, 214 N.W. 12 (Minn. 1927) (dormant Commerce Clause).

BNSF appeals.

DECISION

BNSF challenges the district court's decision to deny its motion to dismiss for lack of personal jurisdiction. Personal jurisdiction is a "court's power to exercise control over the parties." *Leroy v. Great W. United Corp.*, 443 U.S. 173, 180 (1979). "Whether personal jurisdiction exists is a question of law which we review de novo." *Juelich v. Yamazaki Mazak Optonics Corp.*, 682 N.W.2d 565, 569 (Minn. 2004). In doing so, we "take the factual allegations in the complaint as true, and view the facts in the light most favorable to the plaintiff." *State by Ellison v. HavenBrook Homes, LLC*, 996 N.W.2d 12, 22 (Minn. App. 2023) (citation omitted), *rev. denied* (Minn. Jan. 16, 2024). But where, like here, the defendant provides evidence in addition to the allegations in the complaint, the "plaintiff 'cannot rely on general statements for a prima facie showing of personal jurisdiction,'" and must instead allege specific evidence. *Id.* (quoting *Rilley v. MoneyMutual LLC*, 884 N.W.2d 321, 334-35 (Minn. 2016)). Once "a plaintiff alleges specific evidence using supporting documentation, that evidence is taken as true." *Id.*

Substantively, BNSF challenges past Minnesota Supreme Court precedent interpreting section 303.06, or similar statutes, to confer personal jurisdiction upon a non-resident corporation registered to do business in the state. Section 303.06, subdivision 1(4), provides:

> In order to procure a certificate of authority to transact business in this state, a foreign corporation shall make application therefor to the secretary of state, which application shall set forth . . . that it irrevocably consents to the service of process upon it as set forth in section 5.25, or any amendment thereto[.]

BNSF raises challenges under both the Due Process Clause and the dormant Commerce Clause. We address each challenge in turn.

I.

BNSF first argues that exercising personal jurisdiction in this case violates the Due Process Clause, asking this court to conclude the United States Supreme Court has overruled the Minnesota Supreme Court's decision in *Rykoff-Sexton*.

The requirement for personal jurisdiction flows from the Due Process Clause of the Fourteenth Amendment. *Ins. Corp. of Ir., Ltd. v. Compagnie des Bauxites de Guinee*, 456 U.S. 694, 702 (1982). Consistent with due process, a state may exercise personal jurisdiction over a non-resident defendant in three situations. The first two, collectively discussed as having "minimum contacts" with the forum, are called general and specific personal jurisdiction.[1] *See Int'l Shoe Co. v. Washington*, 326 U.S. 310, 316 (1945); *Goodyear Dunlop Tires Operations, S.A. v. Brown*, 564 U.S. 915, 923-25 (2011); *Rykoff-Sexton*, 469 N.W.2d at 90. General personal jurisdiction means a defendant's "operations

[1] The Minnesota legislature enacted a long-arm statute "designed . . . to extend . . . personal jurisdiction . . . as far as the Due Process Clause . . . allows." *Valspar Corp. v. Lukken Color Corp.*, 495 N.W.2d 408, 410 (Minn. 1992); *see also* Minn. Stat. § 543.19 (2024) (long-arm statute). We need only resort to analysis under Minnesota's long-arm statute when addressing "extraterritorial service of process," as opposed to circumstances where a defendant agrees to accept service of process in the forum. *See Rykoff-Sexton*, 469 N.W.2d at 90.

within a state are so substantial and of such a nature as to justify suit against it on causes of action arising from dealings entirely distinct from those activities." *Goodyear*, 564 U.S. at 924 (quotation omitted). For a corporation, general personal jurisdiction usually exists in its "place of incorporation, [or] principal place of business." *Id.* Specific personal jurisdiction occurs when the defendant's activities in the forum are "single or occasional," but the lawsuit "arises out of or relates to the defendant's contacts with the forum." *Id.* at 923-24 (quotation omitted). The third means by which a state may exercise personal jurisdiction over a non-resident defendant is consent jurisdiction, meaning the defendant has consented to suit in the state. *See Mallory v. Norfolk S. Ry. Co.*, 600 U.S. 122, 134-36 (2023).

Fundamentally, BNSF argues that recent United States Supreme Court precedent overruled the Minnesota Supreme Court's decision in *Rykoff-Sexton* that a non-resident corporation consents to personal jurisdiction in Minnesota when it "irrevocably consents to the service of process" under section 303.06. *See* 469 N.W.2d at 89-90. In *Rykoff-Sexton*, a non-resident corporation argued that it did not consent to personal jurisdiction when it consented to service of process under section 303.06. *Id.* at 90. The Minnesota Supreme Court disagreed, noting the "well-established . . . principle that a state may exact from the non-resident, as a condition of performing some activity in the state, consent to personal jurisdiction." *Id.* The Minnesota Supreme Court noted its prior precedent that non-resident "corporations were subject to suit in Minnesota if they could be reached by process, regardless of where the cause of action arose." *Id.* (citing *Erving*, 214 N.W. at 12). Accordingly, the Minnesota Supreme Court concluded that because the non-resident

corporation had "irrevocably consented to service of process by registering an agent [under section 303.06], it ha[d] consented to personal jurisdiction." *Id.*

BNSF first argues the United States Supreme Court overruled *Rykoff-Sexton* in *Mallory*. There, the United States Supreme Court considered "whether the Due Process Clause . . . prohibits a State from requiring [a non-resident] corporation to consent to personal jurisdiction to do business [in the state]." 600 U.S. at 127. Specifically, the United States Supreme Court evaluated whether a Pennsylvania corporate-registration statute that required a non-resident corporation "to appear in its courts on 'any cause of action' against [it]" comported with due process. *Id.* (quoting 42 Pa. Cons. Stat. § 5301(a)(2)(i), (b) (2019)). The United States Supreme Court determined its prior decision in *Pennsylvania Fire Insurance Co. of Philadelphia v. Gold Issue Mining & Milling Co.*, 243 U.S. 93 (1917), controlled the outcome. *Id.* at 134.

In *Pennsylvania Fire*, a non-resident insurance corporation argued that it had not consented to personal jurisdiction in Missouri, despite its compliance with a Missouri statute that conditioned its right to do business in the state on filing a power of attorney allowing a designated state official to accept service of process on its behalf, with such service being "deemed personal service upon the company." 243 U.S. at 94. The United States Supreme Court determined that personal jurisdiction under the Missouri statute comported with due process, concluding "the Missouri statute . . . hardly leaves a constitutional question open" because the "power of attorney . . . made service on the [designated state official] the equivalent of personal service." *Id.* at 95. As such, the non-

resident corporation was not deprived of due process because it consented to personal jurisdiction in Missouri. *Id.*

Applying this precedent a century later, the United States Supreme Court held that the Pennsylvania corporate-registration statute in *Mallory* also comported with due process. 600 U.S. at 134-36. The United States Supreme Court noted that the Pennsylvania corporate-registration statute was "explicit that 'qualification as a foreign corporation' shall permit state courts to 'exercise general personal jurisdiction' over a registered foreign corporation." *Id.* at 134 (quoting 42 Pa. Cons. Stat. § 5301(a)(2)(i)). As such, the United States Supreme Court reaffirmed the existence of consent jurisdiction and concluded that a non-resident corporation's right to due process is not violated where the state requires consent to personal jurisdiction in order to conduct business in the state. *See id.* at 134-36. We, therefore, conclude that *Mallory* did not overrule *Rykoff-Sexton*.

BNSF disagrees on the basis that, unlike the statute in *Mallory*, section 303.06 does not explicitly say anything about personal jurisdiction, only service of process. *Compare* 42 Pa. Cons. Stat. § 5301(a)(2)(i) (stating that "[i]ncorporation under or qualification as a foreign corporation under [state law]" permits state tribunals "to exercise general personal jurisdiction" over the corporation), *with* Minn. Stat. § 303.06 ("In order to procure a certificate of authority to transact business in this state, a foreign corporation shall . . . set forth . . . that it irrevocably consents to the service of process upon it[.]"). But the precedent relied upon in *Mallory*—*Pennsylvania Fire*—applied a Missouri statute substantially similar to section 303.06. The Missouri statute required a non-resident insurance corporation to grant a "power of attorney . . . appointing [a designated state official] . . .

[to] receive service of process," which functioned as "service upon [the] company, so long as it [had] any . . . liabilities outstanding in this state." *Gold Issue Mining & Milling Co. v. Pa. Fire Ins. Co. of Phila.*, 184 S.W. 999, 1003 (Mo. 1916) (quoting Mo. Rev. Stat. § 7042 (1909)); *see also Pa. Fire*, 243 U.S. at 94 (citing Mo. Rev. Stat. § 7042 (1909)). And the United States Supreme Court determined that the exercise of personal jurisdiction under the Missouri statute did not violate due process because the corporation consented to suit in the forum when it consented to service of process. *See Pa. Fire*, 243 U.S. at 95. Thus, under *Pennsylvania Fire*, it is immaterial that section 303.06 does not explicitly use the words "personal jurisdiction."

BNSF makes a related argument that *Mallory* narrowed the scope of the statutory language that permissibly creates consent jurisdiction. This argument is contradicted by *Mallory* itself, wherein the United States Supreme Court said: "[N]either *Pennsylvania Fire*, nor our later decisions applying it, nor our precedents approving other forms of consent to personal jurisdiction have ever imposed some sort of 'magic words' requirement." 600 U.S. at 136 n.5.[2]

BNSF also argues the United States Supreme Court's further development of the law as it relates to "minimum contacts" jurisprudence overruled traditional consent

[2] We further note that, as a factual matter, this case strongly resembles *Mallory*. There, the non-resident corporation had been registered and "agreed to be found in Pennsylvania and answer any suit there for more than 20 years." 600 U.S. at 135. BNSF has been registered as a non-resident business corporation since 1970. And the Minnesota Supreme Court published *Rykoff-Sexton* in 1991. With one minor exception, BNSF has remained registered in Minnesota despite the Minnesota Supreme Court's decision in *Rykoff-Sexton*. Therefore, like in *Mallory*, the sheer longevity of BNSF's registration in Minnesota supports the conclusion that it consented to personal jurisdiction.

jurisdiction and, therefore, *Rykoff-Sexton*. *See Goodyear*, 564 U.S. at 923-31; *Daimler AG v. Bauman*, 571 U.S. 117, 125-42 (2014); *BNSF Ry. Co. v. Tyrrell*, 581 U.S. 402, 412-15 (2017). But the United States Supreme Court flatly rejected that contention in *Mallory*. *See* 600 U.S. at 136 (disagreeing that "intervening decisions from this Court had 'implicitly overruled' *Pennsylvania Fire*").

For these reasons, we conclude the United States Supreme Court has not overruled *Rykoff-Sexton*. We, like the district court, are bound by *Rykoff-Sexton*. *See Jackson v. Options Residential, Inc.*, 896 N.W.2d 549, 553 (Minn. App. 2017) (noting that we are bound by prior Minnesota Supreme Court decisions). And under *Rykoff-Sexton*, BNSF consented to personal jurisdiction in Minnesota when it "irrevocably consent[ed] to the service of process" under section 303.06. Because consent jurisdiction in this context comports with the Due Process Clause, the district court correctly denied BNSF's motion to dismiss.

II.

BNSF alternatively argues that section 303.06—to the extent it authorizes the exercise of personal jurisdiction in this case—violates the dormant Commerce Clause. The purpose of the dormant Commerce Clause is to prohibit states from pursuing '"economic isolation' by placing 'burdens on the flow of commerce across its borders that commerce wholly within those borders would not bear."' *Minn. Sands, LLC v. County of Winona*, 940 N.W.2d 183, 193 (Minn. 2020) (quoting *Okla. Tax Comm'n v. Jefferson Lines, Inc.*, 514 U.S. 175, 179-80 (1995)).

The primary authority BNSF relies upon is Justice Alito's concurrence in *Mallory*.[3] *See* 600 U.S. at 150-63 (Alito, J., concurring in part and concurring in the judgment). There, Justice Alito asserted that "there [was] a good prospect that Pennsylvania's assertion of jurisdiction here—over an out-of-state company in a suit brought by an out-of-state plaintiff on claims wholly unrelated to Pennsylvania—violate[d] the Commerce Clause." *Id.* at 160. Justice Alito contended that the statute, at a minimum, placed a "'significant burden' on interstate commerce by '[r]equiring a foreign corporation . . . to defend itself with reference to all transactions,' including those with no forum connection." *Id.* at 161 (quoting *Bendix Autolite Corp. v. Midwesco Enterprises, Inc.*, 486 U.S. 888, 893 (1988)). Justice Alito stressed that he was "hard-pressed to identify any *legitimate local* interest" that would support the breadth of personal jurisdiction that the corporate-registration statute conferred. *Id.* at 162. For support, Justice Alito relied on a prior United States Supreme Court decision arising out of Minnesota: *Davis v. Farmers' Co-operative Equity Co.*, 262 U.S. 312 (1923). *Id.* at 159-61.

In *Davis*, a plaintiff sued a Kansas railroad corporation in Minnesota. 262 U.S. at 314. Although the corporation maintained "an agent for solicitation of traffic," it did not

[3] We note that modern precedent uses three parts to assess whether a law violates the dormant Commerce Clause: (1) whether the "law discriminates on its face against interstate commerce"; (2) whether "the law discriminates against interstate commerce on the basis of either discriminatory *purpose* or discriminatory *effect*"; or (3) whether "a state law that regulates evenhandedly, and imposes only incidental burdens on interstate commerce" is "clearly excessive in relation to . . . putative local benefits." *Minn. Sands*, 940 N.W.2d at 193-94 (quotations omitted). BNSF did not explain in its brief how its dormant Commerce Clause theory fits into the modern test. But, as set forth below, we are bound by Minnesota Supreme Court precedent that allows us to dispose of BNSF's arguments in this case.

"own or operate any railroad in Minnesota." *Id.* A Minnesota statute then in effect compelled "every foreign interstate carrier to submit to suit . . . as a condition of maintaining a soliciting agent within the state." *Id.* at 315. On appeal, the United States Supreme Court determined the Minnesota statute violated the Commerce Clause. *Id.* at 316-17. The United States Supreme Court reasoned that the

> orderly[,] effective administration of justice clearly does not require that a foreign carrier shall submit to a suit in a state in which the cause of action did not arise, in which the transaction giving rise to it was not entered upon, in which the carrier neither owns nor operates a railroad, and in which the plaintiff does not reside.

Id. at 317. Therefore, "[b]y requiring from interstate carriers general submission to suit, it unreasonably obstruct[ed], and unduly burden[ed], interstate commerce." *Id.*

Following *Davis*, the Minnesota Supreme Court evaluated a statute substantially similar to section 303.06 under the dormant Commerce Clause. *See Erving*, 214 N.W. at 12. Like section 303.06, the statute required "[e]very foreign corporation[,] . . . in order to transact business in this state, to appoint, in writing, an agent duly authorized to accept service of process and upon whom service of process may be had." *Id.* (citing Minn. Gen. Stat. § 7493 (1923)). The non-resident plaintiff, who was injured in Illinois, filed a Minnesota lawsuit against "a railroad corporation organized under the laws of Illinois, Wisconsin, and Michigan." *Id.* On appeal to the Minnesota Supreme Court, the railroad corporation argued that personal jurisdiction under the statute unduly burdened interstate commerce. *Id.* at 13. Distinguishing *Davis*, the Minnesota Supreme Court rejected the railroad corporation's argument, reasoning:

> Where a foreign corporation is so extensively carrying on its business in the state, owning therein 650 miles of tracks with its usual equipment in charge of its officials and agents, have a designated agent upon which service may be made, as well as subjecting itself to the general law for service on local agents—it being amenable to such law—it should not be held that it can escape the local courts on the claim that the suit imposes an undue burden to interstate commerce.

Id. at 14.

The Minnesota Supreme Court also distinguished *Davis* in *State ex rel. Schendel v. District Court of Lyon County*, 194 N.W. 780, 783-84 (Minn. 1923). Like Lynn in this case, the non-resident plaintiff filed a FELA lawsuit in Minnesota against a non-resident railroad corporation for injuries arising in a neighboring state. *See Schendel*, 194 N.W. at 781. The operative FELA provision at issue in *Schendel* remains substantively unchanged today: A plaintiff may file a lawsuit

> in a district court of the United States, in the district of the residence of the defendant, or in which the cause of action arose, *or in which the defendant shall be doing business at the time of commencing such action*. The jurisdiction of the courts of the United States . . . *shall be concurrent with that of the courts of the several States*.

45 U.S.C. § 56 (emphasis added); *see also Schendel*, 194 N.W. at 781 (providing nearly identical language from predecessor statute). The Minnesota Supreme Court concluded that personal jurisdiction over the railroad corporation did not obstruct interstate commerce because Congress had exercised its authority to regulate interstate commerce by permitting

claims in state courts "wherein the carrier does business."[4] *Schendel*, 194 N.W. at 783-84. The Minnesota Supreme Court also noted that the railroad corporation was "an important part of the [state's] railroad community." *Id.* at 783.

We conclude that *Erving* and *Schendel* control the outcome in this case and cannot be overruled by the *Mallory* concurrence. Like the non-resident corporations in both cases, BNSF has extensive business in Minnesota. *Erving*, 214 N.W. at 14; *Schendel*, 194 N.W. at 783. BNSF owns 1,489 miles of railroad track and employs approximately 1,800 people in the state. Moreover, like in *Erving*, BNSF consented to service of process in Minnesota under state statute. 214 N.W. at 12. And like in *Schendel*, BNSF is defending itself from a claim under FELA. 194 N.W. at 781. Because BNSF is "doing business" in Minnesota, FELA permits suit in Minnesota state court. *See* 45 U.S.C § 56; *Schendel*, 194 N.W. at 783-84. Under these conditions, "it should not be held that [BNSF] can escape the local courts on the claim that the suit imposes an undue burden to interstate commerce." *See Erving*, 214 N.W. at 14. We conclude that section 303.06, by authorizing the exercise of

[4] The United States Supreme Court itself has stated:

> The specific declaration in [FELA] that the United States courts should have concurrent jurisdiction with those of the several states . . . point[s] clearly to the conclusion that Congress has exercised its authority over interstate commerce to the extent of permitting suits in state courts, despite the incidental burden, where process may be obtained on a defendant, not merely soliciting business but actually carrying on railroading by operating trains and maintaining traffic offices within the territory of the court's jurisdiction.

Miles v. Ill. Cent. R.R. Co., 315 U.S. 698, 702 (1942).

personal jurisdiction in this case, does not violate the dormant Commerce Clause and the district court properly denied BNSF's motion to dismiss on this basis.

Affirmed.

STATE OF MINNESOTA

IN SUPREME COURT

A24-1449

Tanner Lynn,

Respondent,

vs.

BNSF Railway Company,

Petitioner.

O R D E R

Based upon all the files, records, and proceedings herein,

IT IS HEREBY ORDERED that the petition of BNSF Railway Company for further review is denied.

Dated: October 3, 2025

BY THE COURT:

Natalie E. Hudson
Chief Justice

STATE OF MINNESOTA **COURT OF APPEALS**

JUDGMENT

Tanner Lynn, Respondent, vs. BNSF Railway Company, Appellant.

Appellate Court # A24-1449

Trial Court # 27-CV-23-17523

Pursuant to a decision of the Minnesota Court of Appeals duly made and entered, it is determined and adjudged that the decision of the Hennepin County District Court, Civil Division herein appealed from be and the same hereby is affirmed and judgment is entered accordingly.

Dated and signed: October 7, 2025

FOR THE COURT

Attest: Christa Rutherford-Block
Clerk of the Appellate Courts

By: Amy Schroeder
Assistant Clerk

STATE OF MINNESOTA **COURT OF APPEALS**
TRANSCRIPT OF JUDGMENT

I, Christa Rutherford-Block, Clerk of the Appellate Courts, do hereby certify that the foregoing is a full and true copy of the Entry of Judgment in the cause therein entitled, as appears from the original record in my office; that I have carefully compared the within copy with said original and that the same is a correct transcript therefrom.

Witness my signature at the Minnesota Judicial Center,

In the City of St. Paul *October 7, 2025*
Dated

Attest: Christa Rutherford-Block
Clerk of the Appellate Courts

By: Amy Schroeder
Assistant Clerk