

No.

In the Supreme Court of the United States

ALTRAD INVESTMENT AUTHORITY S.A.S.;
MOHED ALTRAD, PETITIONERS

v.

CAPE INTERMEDIATE HOLDINGS LIMITED,
INDIVIDUALLY AND AS SUCCESSOR IN INTEREST TO
CAPE ASBESTOS COMPANY LIMITED,
BY AND THROUGH ITS RECEIVER
PETER D. PROTOPAPAS, ET AL.

*ON PETITION FOR A WRIT OF CERTIORARI
TO THE SUPREME COURT OF SOUTH CAROLINA*

PETITION FOR A WRIT OF CERTIORARI

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QUESTION PRESENTED

Whether the territorial limits on state courts' power embodied in the Due Process Clause, the Commerce Clause, and principles of federalism prohibit a state-court receiver from controlling the litigation decisions and other internal affairs of an out-of-state corporation when the receiver has not been recognized in the corporation's place of incorporation.

**PARTIES TO THE PROCEEDING
AND CORPORATE DISCLOSURE STATEMENT**

Petitioners are Altrad Investment Authority S.A.S. (AIA) and Mohed Altrad. AIA is owned by Altrad Participations. No publicly held corporation owns 10% or more of AIA or Altrad Participations.

Respondents are Cape Intermediate Holdings Limited (CIHL), individually and as successor in interest to Cape Asbestos Company Limited, by and through its receiver Peter D. Protopapas; John A. Tibbs; and Margaret Tibbs. A separate entity, Cape plc, was previously listed as the entity in receivership, but it is not a party in interest to the proceedings; CIHL is the relevant party in receivership.

Charter Consolidated Ltd., ESAB Corporation, and Central Mining & Investment Corporation Ltd. were appellants in the South Carolina Supreme Court and have filed a separate petition for certiorari.

RELATED PROCEEDINGS

South Carolina Court of Common Pleas (S.C. Ct. Common Pleas):

Park v. Armstrong International, Inc.,
No. 2021-CP-40-02727 (Mar. 17, 2023)
(order appointing receiver)

Tibbs v. 3M Co., No. 2023-CP-40-1759 (Oct. 13, 2025)
(order confirming receiver)

South Carolina Supreme Court (S.C.):

Tibbs v. 3M Co., No. 2025-2104 (May 27, 2026)
(opinion affirming confirmation of receiver)

Tibbs v. 3M Co., No. 2025-2104 (Aug. 4, 2026)
(order denying rehearing)

Tibbs v. 3M Co., No. 2025-2104 (Aug. 25, 2026)
(order denying stay of remittitur)

TABLE OF CONTENTS

	Page
Opinions below	1
Jurisdiction	2
Constitutional provisions involved	2
Statement.....	2
A. Factual background	3
B. Procedural history.....	4
Reasons for granting the petition.....	10
Conclusion.....	15
Appendix A	1a
Appendix B	31a
Appendix C	91a
Appendix D	94a
Appendix E	96a

TABLE OF AUTHORITIES

Cases:

<i>Adams v. Cape Industries plc</i>	
[1990] 1 Ch 433 (CA).....	4, 6, 7, 9
<i>Altrad Investment Authority S.A.S. v. Protopapas</i>	
[2025] EWHC 2470 (Ch)	7
<i>Asahi Metal Industries Co. v. Superior Court,</i>	
480 U.S. 102 (1987).....	12, 13
<i>Bristol-Myers Squibb Co. v. Superior Court,</i>	
582 U.S. 255 (2017).....	12
<i>Cape plc v. Protopapas</i> , No. DBYB-W-B7J-PM3N	
(Montpellier Ct. App. Apr. 8, 2025)	7
<i>CIHL v. Protopapas</i> [2024] EWHC 2999 (Ch)	6, 7, 9
<i>CIHL v. Protopapas</i> [2025] EWHC 2706 (Ch)	8
<i>Computer Associates International, Inc. v. Altai,</i>	
<i>Inc.</i> , 126 F.3d 365 (2d Cir. 1997)	8

VI

	Page
 Cases—continued	
<i>Cox Broadcasting Corp. v. Cohn</i> , 420 U.S. 469 (1975).....	2, 14
<i>Crosby v. National Foreign Trade Council</i> , 530 U.S. 363, (2000).....	12
<i>Daimler AG v. Bauman</i> , 571 U.S. 117 (2014)	13
<i>Edgar v. MITE Corp.</i> , 457 U.S. 624 (1982).....	11, 12
<i>Fuld v. Palestine Liberation Organization</i> , 606 U.S. 1 (2025).....	12
<i>Mercantile National Bank v. Langdeau</i> , 371 U.S. 555 (1963).....	2, 14
<i>National Union Fire Insurance Co. v. Payne & Keller Co.</i> , 731 S.W.3d 58 (Tex. Ct. App. 2026).....	13
<i>Pacific Employers Insurance Co. v. Industrial Accident Commission</i> , 306 U.S. 493 (1939)	11
<i>Welch v. Advance Auto Parts, Inc.</i> , 916 S.E.2d 320 (S.C. 2025), cert. denied, 146 S. Ct. 1497 (2026).....	6
<i>Whittaker Clark & Daniels Inc., In re</i> , 176 F.4th 241 (3d Cir. 2026), petitions for cert. pending, No. 26-159 (filed July 24, 2026), No. 26-263 (filed Aug. 25, 2026).....	4, 9-14
<i>World-Wide Volkswagen Corp. v. Woodson</i> , 444 U.S. 286 (1980).	12
 Constitution and statutes:	
U.S. Const. Art. I, § 8, cl. 3	2, 10-12
U.S. Const. Amend. XIV, § 1	2, 10-12
28 U.S.C. 1257(a)	2
 Miscellaneous	
Akiko Matsuda, <i>Asbestos Bankruptcies Test Reach of Frequent South Carolina Receiver</i> , Wall Street Journal Pro (Sept. 22, 2025) <tinyurl.com/WSJAsbestos>	14

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PETITION FOR A WRIT OF CERTIORARI

Altrad Investment Authority S.A.S. and Mohed Altrad respectfully petition for a writ of certiorari to review the judgment of the South Carolina Supreme Court in this case.

OPINIONS BELOW

The opinion of the South Carolina Supreme Court (App., *infra*, 1a-30a) is reported at 933 S.E.2d 254. The opinion of the South Carolina Court of Common Pleas confirming the receivership in this case (App., *infra*, 31a-90a) is unreported.

JURISDICTION

The judgment of the South Carolina Supreme Court was entered on May 27, 2026. A petition for rehearing was denied on August 4, 2026 (App., *infra*, 94a-95a). The jurisdiction of this Court rests on 28 U.S.C. 1257(a). See *Cox Broadcasting Corp. v. Cohn*, 420 U.S. 469, 482-483 (1975); *Mercantile National Bank v. Langdeau*, 371 U.S. 555, 558 (1963).

CONSTITUTIONAL PROVISIONS INVOLVED

The Commerce Clause of the United States Constitution, Art. I, § 8, cl. 3, provides:

The Congress shall have Power * * * [t]o regulate Commerce with foreign Nations, and among the several States, and with the Indian Tribes.

The Fourteenth Amendment to the United States Constitution provides, in relevant part:

[N]or shall any State deprive any person of life, liberty, or property, without due process of law.

STATEMENT

This case presents the same important question that has divided federal and state courts as the concurrently filed petition in *Charter Consolidated, Ltd. v. Cape plc*. Both petitions arise from the same judgment of the South Carolina Supreme Court and are brought by similarly situated petitioners. The question presented is whether the territorial limits on state courts' power embodied in the Due Process Clause, the Commerce Clause, and principles of federalism prohibit a state-court receiver from controlling the litigation decisions and other internal affairs of an out-of-state corporation when the receiver has not been recognized in the corporation's place of incorporation.

As explained below and in the petition in *Charter*, the South Carolina Supreme Court’s decision conflicts with a decision of the Third Circuit on that important question of constitutional law. The decision also disregards this Court’s precedents concerning the territorial limits on state courts’ power. Because this case is an excellent vehicle to address the question presented, the petition for a writ of certiorari should be granted, together with the petition in *Charter*.

A. Factual Background

Petitioners are Altrad Investment Authority S.A.S. (AIA) and its owner, Mohed Altrad. AIA is a leading provider of industrial services; it is organized under the laws of, and maintains its principal place of business in, France. Mr. Altrad is a French citizen. In 2017, AIA acquired Cape plc, an industrial services company based in the United Kingdom. Cape plc is the parent company of Cape Intermediate Holdings Limited (CIHL). CIHL, in turn, was formerly the parent company of North American Asbestos Corporation (NAAC), an Illinois company that sold asbestos in the United States. App., *infra*, 42a-43a; S.C. App. 262.*

In the 1970s, American plaintiffs harmed by asbestos products sued NAAC around the country. After settling many of those claims, NAAC dissolved in 1978. Various plaintiffs then began suing CIHL on the theory that it was subject to personal jurisdiction in American courts by virtue of its contacts with NAAC; CIHL had no contacts with the United States other than its ownership of shares in

* Citations to “S.C. App.” refer to the record on appeal filed in the South Carolina Supreme Court proceedings. See *Tibbs v. 3M Co.*, No. 2025-2104 (filed Dec. 10, 2025).

NAAC. One of those cases resulted in a \$15 million default judgment against CIHL in a Texas federal district court. App., *infra*, 47a; S.C. App. 2590-2591, 2598, 2611.

Because CIHL is an English company, the plaintiffs in that case initiated a judicial proceeding in the United Kingdom to enforce the Texas judgment against CIHL. In *Adams v. Cape Industries plc* [1990] 1 Ch 433 (CA), the Court of Appeal of England and Wales held that the judgment against CIHL was unenforceable because CIHL lacked a sufficient presence in the United States to establish personal jurisdiction. S.C. App. 2589-2728. In particular, the Court of Appeal rejected the plaintiffs' argument that NAAC's presence in the United States should be imputed to CIHL on the theory that NAAC was CIHL's alter ego. The Court of Appeal therefore concluded that the Texas court lacked personal jurisdiction over CIHL, rendering the \$15 million judgment unenforceable. *Id.* at 2591, 2687-2688, 2703, 2728; cf. App., *infra*, 13a, 16a.

B. Procedural History

1. In 2021, Isabella Park filed a lawsuit in South Carolina's consolidated asbestos docket, naming Cape plc and CIHL as two of over four dozen defendants. See *Park v. Armstrong International, Inc.*, No. 2021-CP-40-02727. Cape plc and CIHL did not answer the complaint. Instead of entering a default judgment, however, the state trial court appointed a local attorney, Peter Protopapas, as a receiver over Cape plc. App., *infra*, 3a, 92a; S.C. App. 850. Mr. Protopapas has been appointed as receiver in numerous other asbestos-related cases. See, e.g., *In re Whitaker Clark & Daniels Inc.*, 176 F.4th 241, 250 (3d Cir. 2026), petitions for cert. pending, No. 26-159 (filed July 24, 2026), No. 26-263 (filed Aug. 25, 2026). The appointment order in *Park* purported to give the receiver "the power and authority to fully administer all assets of Cape"; to

“accept service” and “engage counsel” on Cape’s behalf; and to “take any and all steps necessary to protect” Cape’s interests, “whatever they may be.” App., *infra*, 92a. The order did not identify any specific property that would be subject to the putative receivership, and it did not set a statutorily required bond that would have allowed the receivership to be dissolved. *Id.* at 3a, 22a, 92a-93a. The receivership order did not mention CIHL, but it was later clarified that CIHL is the relevant entity in receivership. *Id.* at 88a.

2. In 2023, John and Margaret Tibbs initiated this case in South Carolina’s consolidated asbestos docket. The plaintiffs named a litany of defendants, including Cape plc. The receiver appointed in *Park* accepted service of the *Tibbs* complaint on behalf of Cape plc. App., *infra*, 37a.

Soon thereafter, the receiver, purporting to act on behalf of Cape plc, filed a third-party complaint against petitioners and other defendants. App., *infra*, 38a. The third-party complaint fashioned its action as a “reckoning” against companies “responsible for the sale and use of asbestos or asbestos-containing products throughout the United States.” S.C. App. 258. The receiver alleged that petitioners are liable to Cape because they were unjustly enriched as a result of a “litigation-avoidance scheme,” and further alleged that they took possession of funds that “should have remained available to bodily-injury claimants in the United States.” *Id.* at 308. In addition, the receiver alleged that petitioners were the alter egos of Cape. *Ibid.* The receiver sought relief to compensate all claimants in South Carolina; the relief was not limited to the Tibbs’ claims. *Id.* at 309.

Petitioners moved to dismiss the third-party complaint for lack of personal jurisdiction, arguing, *inter alia*, that they lacked sufficient connections to South Carolina.

They argued that the third-party complaint and the putative receivership ran afoul of the English Court of Appeal's decision in *Adams* and thus violated principles of international comity. The trial court denied the motion. App., *infra*, 4a, 38a.

After granting review, the South Carolina Supreme Court held that a remand was necessary to confirm the receiver's appointment in the *Tibbs* case and to clarify the scope of the receiver's authority in light of that court's intervening decision in *Welch v. Advance Auto Parts, Inc.*, 916 S.E.2d 320 (2025), cert. denied, 146 S. Ct. 1497 (2026). App., *infra*, 4a.

3. While the South Carolina proceedings were ongoing, CIHL and petitioners commenced various foreign proceedings to determine their rights with respect to the receivership.

a. First, in 2024, CIHL commenced proceedings against the receiver in the High Court of England and Wales. See *CIHL v. Protopapas* [2024] EWHC 2999 (*Mann I*). CIHL sought an order declaring that the receiver lacked the authority to speak on its behalf, in part because such a receivership would not be recognized under English law and because the receiver was simultaneously seeking to impose liability against it. See *Mann I*, slip op. 1, 56-61. CIHL also sought a declaration that the receiver's appointment was invalid because South Carolina lacked personal jurisdiction over it. See *id.* at 60-61.

In a 73-page decision, the High Court held that the putative receiver lacked authority over CIHL and that the appointment was void. See *Mann I*, slip op. 61-73. In particular, the court determined that CIHL had no actual presence in the United States, including in South Carolina; that the relationship between NAAC and CIHL could not establish CIHL's presence in the United States under the English Court of Appeal's decision in *Adams*;

that the receiver’s duty to protect CIHL’s interests was inconsistent with the allegations in the third-party complaint; and that the receiver was committing a tort against CIHL under English law by acting without the consent of CIHL’s board. See *ibid.* The court thus enjoined the receiver from taking any action in CIHL’s name. See *ibid.*

b. In April 2025, petitioners entered into a mutual release with CIHL of all claims that had arisen or could arise from the allegations in the third-party complaint. App., *infra*, 21a. When the receiver ignored that release and continued to pursue the claims, petitioners brought another proceeding in the English High Court seeking a declaration as to the validity of the mutual release. See *Altrad Investment Authority S.A.S. v. Protopapas* [2025] EWHC 2470 (Ch) (*Smith*). The court affirmed the validity and enforceability of the release. See *Smith*, slip op. 29-33. The court recognized that, under *Adams*, any liability for the asbestos-related claims in the United States “begins and ends with NAAC.” *Ibid.* The court also emphasized that decades of asbestos claims settlements and corporate transactions, including AIA’s arm’s-length acquisition of CIHL, had been made in reliance on *Adams*. See *ibid.*

c. During the same period, petitioners also initiated enforcement proceedings in France—their country of citizenship—seeking an order acknowledging the validity of *Mann I*. See *Cape plc v. Protopapas*, No. DBYB-W-B7J-PM3N (Montpellier Ct. App. Apr. 8, 2025); S.C. App. 2930-2936. The French court determined that the English court in *Mann I* had jurisdiction to render its decision; that the decision did not violate international public policy; and that no fraud was involved in the proceedings. S.C. App. 2932-2935. Accordingly, the French court granted an exequatur—a legal document making the decision in *Mann I* enforceable in France. *Id.* at 2936; see,

e.g., *Computer Associates International, Inc. v. Altai, Inc.*, 126 F.3d 365, 368 (2d Cir. 1997).

d. Finally, in October 2025, a group of third-party defendants in this case—all of which were asbestos-producing entities controlled by or affiliated with a South African family—announced that they had reached a settlement with the receiver. Petitioners objected to that settlement on the basis that the receiver lacked the authority to enter into any agreement on behalf of a Cape entity. Petitioners therefore returned to the English High Court to request an order enjoining those defendants and the receiver from entering the settlement agreement, on the ground that the putative agreement violated the order in *Mann I*. See *CIHL v. Protopapas* [2025] EWHC 2706 (Ch) (*Mann II*). The court declined to grant that relief, but it reaffirmed that the receiver lacked authority to bind CIHL to any agreement. See *Mann II*, slip op. 15. The court thus determined that any payments to the receiver were effectively gratuitous and would not release the defendants from liability; in fact, the payments could expose those defendants to additional liability for aiding the receiver’s tortious conduct against CIHL. See *ibid*.

4. Just days after the English High Court’s decision in *Mann II*, the South Carolina trial court—on remand from the South Carolina Supreme Court—issued an order reaffirming the *Park* receivership appointment, extending the appointment to the *Tibbs* case, and holding that the receiver was authorized to accept service on CIHL’s behalf and bring third-party claims against petitioners in CIHL’s name. App., *infra*, 84a-90a.

The South Carolina Supreme Court granted review and affirmed the confirmation order. App., *infra*, 1a-30a. Among other things, the court concluded that none of the decisions by the foreign tribunals—including the 1990 *Adams* decision and the four other decisions recognizing the

validity of *Adams*—was binding. *Id.* at 12a-15a. The South Carolina Supreme Court recognized that the English High Court’s decision in *Mann I* expressly enjoined the receiver “from acting on behalf of Cape anywhere in the world,” but it nevertheless dismissed the decision as “unaccompanied by any facts, logic, or law.” *Id.* at 13a.

The South Carolina Supreme Court also declined to follow the Third Circuit’s decision in *Whittaker, supra*, which involved a challenge to the authority of the same receiver, appointed by the same South Carolina trial court, as in this case. App., *infra*, 24a-25a. In *Whittaker*, the Third Circuit held that the Constitution prohibited the receiver from exercising authority so as to “divest[t]” a New Jersey corporation’s control over its internal affairs, including its ability to file for bankruptcy. See 176 F.4th at 258-259. For South Carolina to grant the receiver such authority, the court explained, would be “an unprecedented exertion of power over a foreign corporation” and “a radical intrusion into the province of a co-equal sovereign.” *Id.* at 259.

The South Carolina Supreme Court nonetheless reasoned that *Whittaker* did not address the question whether a South Carolina court could appoint a receiver to control the litigation decisions and other internal affairs of out-of-state corporations. App., *infra*, 25a. The court further determined that the “pursuits” authorized by the confirmation order in this case “do not tread on [CIHL’s] internal affairs.” *Ibid.*

5. Petitioners sought rehearing and a stay or recall of the mandate. The South Carolina Supreme Court denied both requests. In denying a stay or recall of the mandate, the court again rejected petitioners’ reliance on the Third Circuit’s decision in *Whittaker*. The court further re-

jected the proposition that state courts lack power to control the internal affairs of foreign corporations, dismissing it as “surreal.” App., *infra*, 101a.

REASONS FOR GRANTING THE PETITION

This petition presents the same question as the concurrently filed petition in *Charter Consolidated, Ltd. v. Cape plc*: namely, whether the territorial limits on state courts’ power embodied in the Due Process Clause, the Commerce Clause, and principles of federalism prohibit a state-court receiver from controlling the litigation decisions and other internal affairs of an out-of-state corporation when the receiver has not been recognized in the corporation’s place of incorporation. As explained below and in the petition in *Charter*, that question warrants the Court’s review.

1. The decision below conflicts with the Third Circuit’s decision in *In re Whittaker Clark & Daniels Inc.*, 176 F.4th 241 (2026), petitions for cert. pending, No. 26-159 (filed July 24, 2026), No. 26-263 (filed Aug. 25, 2026). There, the Third Circuit considered whether a materially similar receivership order—issued by the same state-court judge and involving the same receiver as in this case—divested a New Jersey corporation’s board of the authority to file bankruptcy. See *id.* at 253. The court held that it did not, including on the ground that the order would contravene the Constitution to the extent it gave the receiver control over an out-of-state corporation’s internal affairs. See *id.* at 258-259.

As the Third Circuit explained, the Constitution “has a great deal to say about the relations between [S]tates, their authority to decide the rights of foreign parties, and the application of their laws in instances of conflict.” *Whittaker*, 176 F.4th at 258. Those limits follow from the Due Process Clause of the Fourteenth Amendment, the

dormant Commerce Clause, and “the very nature of the federal union of states.” *Id.* at 258-259 (quoting *Pacific Employers Insurance Co. v. Industrial Accident Commission*, 306 U.S. 493, 501 (1939)). Particularly relevant here, the Third Circuit emphasized that the Constitution “places limits on the authority a state court can exercise over companies that are incorporated in a sister state,” because a State “has no interest in regulating the internal affairs of foreign corporations.” *Id.* at 258-259 (quoting *Edgar v. MITE Corp.*, 457 U.S. 624, 645-646 (1982)). The Third Circuit concluded that those constitutional principles provided “an independent basis” to reject the receiver’s efforts to block the bankruptcy. *Id.* at 259.

In the decision below, the South Carolina Supreme Court expressly declined to follow *Whittaker*. App., *infra*, 24a-25a; see *id.* at 98a-99a, 101a. Instead, the court reasoned that “litigation decisions, such as whether and how to sue, defend a lawsuit, or accept service,” were not exclusively for CIHL’s board of directors, and it further reasoned that the receiver could seize control of that authority without “tread[ing]” on the corporation’s “internal affairs.” *Id.* at 23a, 25a. In passing, the court purported to distinguish *Whittaker* as involving “a much narrower and far different question.” *Id.* at 25a. But beyond that bare assertion, the court did not explain how the constitutional problems in *Whittaker* differ from those at issue in this case.

2. The decision below also conflicts with this Court’s precedents concerning the territorial limits on state courts’ power. This Court has repeatedly recognized that the Constitution places “territorial limitations on the power of the respective States,” and it has explained that those limits “ensure that the States, through their courts, do not reach out beyond the limits imposed on them by their status as coequal sovereigns in a federal system.”

Fuld v. Palestine Liberation Organization, 606 U.S. 1, 14 (2025) (citations omitted). Those limits arise from various constitutional sources, including the Due Process Clause of the Fourteenth Amendment, see, e.g., *Bristol-Myers Squibb Co. v. Superior Court*, 582 U.S. 255, 263 (2017); the dormant Commerce Clause, see, e.g., *Edgar*, 457 U.S. at 645-646; and constitutional principles of federalism, see, e.g., *World-Wide Volkswagen Corp. v. Woodson*, 444 U.S. 286, 292 (1980). And they are particularly important when state courts assert jurisdiction in the “international field,” *Asahi Metal Industries Co. v. Superior Court*, 480 U.S. 102, 115 (1987) (citation omitted), because the federal government must speak “with one voice in dealing with other governments,” *Crosby v. National Foreign Trade Council*, 530 U.S. 363, 381 (2000).

The South Carolina Supreme Court disregarded those precedents by upholding the receiver’s authority to control the litigation decisions and other internal affairs of Cape, a British corporation. The court reasoned that “foreign corporations are not exempt from the reach of the [State’s] receivership statute” as a matter of state law. App., *infra*, 18a. But it did not explain how the purported reach of South Carolina’s receivership statute comported with the “territorial limitations” imposed by the Constitution. *Fuld*, 606 U.S. at 14 (citation omitted). As the Third Circuit held in *Whittaker*, granting a South Carolina receiver such authority over an out-of-state corporation would constitute “an unprecedented exertion of power” and “a radical intrusion into the province” of other sovereigns. 176 F.4th at 259.

The constitutional concerns are particularly acute here given that the decision below intrudes on “foreign relations” several times over. *Asahi Metal Industries*, 480 U.S. at 115. According to the South Carolina Supreme Court, a South Carolina receiver may make decisions

about litigation and other internal affairs on behalf of a British corporation, including by filing a third-party complaint against a French corporation and a French national (and dozens of other foreign corporations). And he may do so even in the face of clear rulings from courts in both the United Kingdom and France holding that the receivership is invalid and enjoining him from engaging in those activities. See pp. 4, 6-9, *supra*. The decision below thus poses serious “risks to international comity,” *Daimler AG v. Bauman*, 571 U.S. 117, 141 (2014), and it fails to reflect the “[g]reat care and reserve” that state courts are supposed to exercise in cases that implicate international interests, *Asahi Metal Industries*, 480 U.S. at 115 (citation omitted).

3. The decision below implicates a critical question about the extraterritorial scope of state power, both domestically and internationally, and this case is an excellent vehicle to consider the question.

In particular, this case highlights the concerns posed by extraterritorial receiverships, especially in the realm of foreign relations. South Carolina’s assertion of authority over foreign corporations stands out in this regard. In fact, the same state court overseeing South Carolina’s asbestos docket has appointed receivers over twenty-four other defendants, including sixteen out-of-state corporations. And the court has even gone so far as to appoint a receiver over a Texas corporation that was dissolved in 1986; to revoke the corporation’s dissolution; and to permit the receiver to reincorporate the defunct Texas corporation in South Carolina for purposes of being sued before the South Carolina trial court that appointed the receiver. See *National Union Fire Insurance Co. v. Payne & Keller Co.*, 731 S.W.3d 58, 61-62 (Tex. Ct. App. 2026). Not coincidentally, while the number of new asbestos suits has declined nationwide, it has more than tripled in

South Carolina. See Akiko Matsuda, *Asbestos Bankruptcies Test Reach of Frequent South Carolina Receiver*, Wall Street Journal Pro (Sep. 22, 2025) <tinyurl.com/WSJAsbestos>. Absent this Court’s intervention, it is only a matter of time until other States begin to follow South Carolina’s lead—both in asbestos-related cases and others—as a way of hauling out-of-state and foreign corporations into their courts.

This case is also an excellent vehicle in which to address the question presented. The decision below expressly conflicts with the Third Circuit’s decision in *Whittaker* concerning the authority of a state receiver—indeed, the very same receiver—to exercise control over an out-of-state corporation. And the Court should grant review now because the question presented is “a separate and independent matter” and “not enmeshed in the factual and legal issues comprising” the merits of the personal-injury claim against CIHL or the third-party claims against petitioners that are scheduled to be tried on remand. *Mercantile National Bank v. Langdeau*, 371 U.S. 555, 558 (1963); see *Cox Broadcasting Corp. v. Cohn*, 420 U.S. 469, 482-483 (1975).

As noted, this Court has before it the petition in *Charter Consolidated, Ltd. v. Cape plc*, which presents the same question and involves similarly situated petitioners. This Court should grant both petitions and consolidate the cases for purposes of briefing and oral argument.

CONCLUSION

The petition for a writ of certiorari should be granted.

Respectfully submitted.

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