No. 26-575

IN THE

Supreme Court of the United States

WEBUILD S.P.A.,

Petitioner,

v.

SOCIEDAD CONCESIONARIA METROPOLITANA DE SALUD S.A.,

Respondent.

ON PETITION FOR A WRIT OF CERTIORARI TO THE UNITED STATES COURT OF APPEALS FOR THE THIRD CIRCUIT

BRIEF OF *AMICUS CURIAE* DELAWARE STATE CHAMBER OF COMMERCE IN SUPPORT OF PETITIONER'S REQUEST FOR A WRIT OF CERTIORARI

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INTEREST OF *AMICUS CURIAE*[1]

Pursuant to Supreme Court Rule 37, the Delaware State Chamber of Commerce ("Chamber") respectfully submits this brief *amicus curiae* in support of Petitioner Webuild S.p.A's Petition for a Writ of *Certiorari*. Sup. Ct. R. 37.

Founded in 1837, the Chamber has a long history as the largest, most influential business organization in the State of Delaware. Representing a broad range of businesses, from small local enterprises to Fortune 500 companies across various industries, the Chamber is a primary resource for Delaware residents on business issues. The Chamber's mission is to promote a statewide economic climate that enables businesses of all sizes and types to become more competitive in a changing, increasingly global, and unpredictable environment. The Chamber seeks to encourage sound business growth, to create jobs, and to increase prosperity. By acting as a unified voice for business, the Chamber is committed to taking actions and leading conversations that address Delaware's challenges, and ensure that Delaware remains a leading State for long-term job creation, economic activity, entity formation and domicile, reliability and transparency.

This case presents a question of significant importance to the Chamber; and its members have a substantial

1. Pursuant to Rule 37.6, no counsel for any party authored this brief in whole or in part, and no person or entity other than *amicus* or its counsel has made a monetary contribution to the preparation or submission of this brief. This *amicus curiae* brief is filed more than 10 days before the due date. Rule 37.2.

interest in its outcome. Delaware is the preferred U.S. legal domicile for both national and multinational enterprises, and the State attracts significant foreign direct investment.[2] Delaware law situates the shares of every Delaware corporation in Delaware. *See* Del. Code Ann. tit. 8, § 169; *see also Shaffer v. Heitner*, 433 U.S. 186, 192 & n.9 (1977). The decision below may disincentivize incorporation in Delaware, and may caution against ownership of property in the State, because it creates a circuit split that renders Delaware property uniquely vulnerable. It also makes Delaware a target for plaintiffs who seek to litigate matters that are more appropriately litigated elsewhere, that have no connection to the State, save for the presence of in-State property. The Chamber supports Delaware's status as a leading State for competitive, sustained business activity, and it seeks to attract continued investment—including

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2. *See, e.g.*, Del. Div. of Corps., About the Division of Corporations, https://corp.delaware.gov/aboutagency/ (last visited Nov. 11, 2026) ("The State of Delaware is a leading domicile for U.S. and international corporations. More than 2,000,000 business entities have made Delaware their legal home. More than 66% of the Fortune 500 have chosen Delaware as their legal home."); Del. Div. of Corps., 2025 Annual Report, https://corpfiles.delaware.gov/Annual-Reports/Division-of-Corporations-2025-Annual-Report.pdf (last visited Nov. 11, 2026) ("Delaware offers the most predictable and business-focused legal home in the world … In 2025 alone, 334,461 new entities were formed in the First State … Leveraging its well-deserved reputation for predictability, efficiency and fairness, the First State continues to form entities at a rate that exceeds any other jurisdiction …"); SelectUSA, Int'l Trade Admin., U.S. Dep't of Com., Foreign Direct Investment: Delaware (Mar. 2026), https://www.trade.gov/sites/default/files/2026-03/Delaware-508.pdf (reporting 35,800 "U.S. jobs directly supported by majority foreign-owned affiliates").

foreign investment—in Delaware. The decision below may jeopardize those goals, and may cause foreign corporations to think twice before choosing Delaware as the place to incorporate a U.S. subsidiary, or the place to invest. Exposure to litigation based solely on the existence of in-State property, regardless of how *de minimis*, should not be a cost of doing business that is unique to Delaware.

The Chamber respectfully urges this Court to grant *certiorari* and clarify a uniform national rule.

SUMMARY OF ARGUMENT

This case is an ideal vehicle to clarify and affirm the Court's holding in *Shaffer v. Heitner*, 433 U.S. 186 (1977). The decision below creates a circuit split that has the potential to tie the hands of district courts in Delaware in cases where the attachment of property is sought; where the property owner has no connection with the State; and where the property at issue has no connection with the dispute. The decision below unsettles more than 80 years of this Court's jurisprudence, and in so doing, it creates a rule applicable only in the Third Circuit that has the potential to cause harm to persons with property interests in the State.

The decision below addresses two fundamental issues that warrant the grant of *certiorari*: First, it disavows application of the "minimum contacts" analysis of *Int'l Shoe Co. v. State of Wash., Off. of Unemployment Comp. & Placement*, 326 U.S. 310 (1945) in *quasi in rem* actions based on an interpretation of footnote 36 of *Shaffer*. Second, it opens the door to plaintiffs misusing a *quasi in rem* action as a springboard not only to obtain, in effect,

in personam jurisdiction over a non-resident defendant, but also to obtain successor-in-interest jurisdiction over a third party, who has not been held liable to Respondent. The decision below thus has ramifications that go beyond the facts of this case.

In rejecting both *Shaffer* and *International Shoe* in the context of certain *quasi in rem* actions, the decision below creates a circuit split with other Federal circuit courts across the United States. Respectfully, this Court should grant *certiorari*, and clarify whether the "minimum contacts" standard of *International Shoe* must be applied in all exercises of *quasi in rem* jurisdiction.

BACKGROUND FACTS

Here, foreign non-resident Respondent sued another foreign non-resident, Astaldi S.p.A. ("Astaldi") in arbitration in Chile. Astaldi lost and an arbitral award was issued against it. Respondent now seeks to confirm that award *not* against Astaldi, but against foreign non-resident Petitioner Webuild S.p.A. ("Webuild"). Webuild was not a party to the arbitration agreement or the arbitration; Webuild has not been found to be Astaldi's successor-in-interest by any court or tribunal of competent jurisdiction; and no judgment or arbitration award has been issued against Webuild. *Sociedad Concesionaria Metropolitana de Salud S.A. v. Webuild S.p.A.*, 177 F.4th 231 (3d Cir. 2026); Pet. App. 2a–4a.

This is a *quasi in rem* action. Respondent "attempt[s] to invoke the District Court's *quasi in rem* jurisdiction over [Webuild's] shares in Webuild US Holdings, Inc., a Delaware-based and wholly owned subsidiary of Webuild"

arguing that Webuild is purportedly Astaldi's successor-in-interest. Pet. App. 4a. There is no explanation in the record as to why Respondent did not first bring suit against Webuild in a court or tribunal of competent jurisdiction, to establish whether Webuild is liable for the award against Astaldi.

Purporting to apply *Shaffer*, the court below acknowledged *inter alia*, that: (1) "*quasi in rem* jurisdiction absent minimum contacts" violates due process because "judicial jurisdiction over a thing" is effectively "jurisdiction over the interest of persons in a thing" (Pet. App. 13a (quoting *Shaffer*, 433 U.S. at 207)); (2) "*International Shoe* … mandate[s] an inquiry into 'the relationship among the defendant, the forum, and the litigation'" (Pet. App. 11a (quoting *Shaffer*, 433 U.S. at 204)); and (3) there is no jurisdiction where the property "is completely unrelated to the plaintiff's cause of action" (Pet. App. 13a (quoting *Shaffer*, 433 U.S. at 209)). The court then focussed on footnote 36 in *Shaffer,* reasoning that there is "*no unfairness* in allowing" attachment regardless of "whether or not th[e] State" has "jurisdiction to determine the existence of the debt," because a *quasi in rem* action is a mere "complement … to enforce" an existing "*in personam* judgment" that has already been rendered against Astaldi, and thus "minimum contacts are not required." Pet. App. 19a–20a, 31a; *see also* Pet. App. 29a ("a court can exercise attachment jurisdiction based on the mere presence within the forum of an arbitral-award debtor's property, and the property does not need any relation to the underlying cause of action").

The court below found that "because the District Court's jurisdiction depends on whether Webuild is Astaldi's successor in interest, the District Court has the power and the obligation to decide this question, regardless of how complex it may be." Pet. App. 30a (citation omitted). Further, that this adjudication would solve the *Shaffer* footnote 36 problem—the fact that no court or tribunal has found Webuild liable for any debt—because when "the District Court determines" the successor-in-interest question, then that decision *itself* will be one by a "court of competent jurisdiction," thereby satisfying *Shaffer* footnote 36. Pet. App. 30a.

The court below went on to hold that the "minimum contacts" test of *International Shoe* is not necessary in certain *quasi in rem* actions; and that footnote 36 of *Shaffer* permits enforcement against in-State property of a non-resident—regardless that: (1) there is no pre-existing adjudication that the non-resident is liable to pay any debt; (2) there is no pre-existing adjudication that the non-resident is the successor-in-interest of the award debtor; and (3) the court does not have *in personam* jurisdiction over that non-resident, because those are all determinations the district court can and must resolve.[3]

3. The court below identifies no authority that empowers a court, in a *quasi in rem* action, to bootstrap and find successor-in-interest jurisdiction. The court below cites *In re Nazi Era Cases Against German Defendants Litig.*, 153 F. App'x 819 (3d Cir. 2005), but that was an *in personam* action. *Id.* at 822-24. There is no dispute here that the district court lacks *in personam* jurisdiction over Webuild. *See* Pet. App. 1a–2a.

ARGUMENT

International Shoe Establishes a Flexible Modern Standard Applicable To All Exercises of Jurisdiction

This Court has consistently held that *International Shoe* must be applied in all exercises of jurisdiction, whether it be *in personam*, *quasi in rem* or *in rem*. *International Shoe* requires that there be "certain minimum contacts with [the forum] such that the maintenance of the suit does not offend traditional notions of fair play and substantial justice." *Int'l Shoe*, 326 U.S. at 316 (internal quotation marks omitted).

A. *Quasi in Rem* Jurisdiction Is Limited to Adjudicating Rights in Property

It has long been understood that while *quasi in rem* actions are "brought against persons," they "only seek to subject certain property of those persons" to a claim. *Freeman v. Alderson*, 119 U.S. 185, 187 (1886). In such cases, "no personal liability … can be created against the … non-resident defendant; the power of the court being limited … to the disposition of the property, which is alone within its jurisdiction." *Id.* at 189.

In *Wilson v. Seligman*, 144 U.S. 41 (1892), a debt was alleged against a corporation, and plaintiff filed a motion for execution against non-resident Wilson, who held stock in that corporation. Wilson "denie[d] that he was a stockholder," and (similar to the facts of this case) "the question whether he was [a stockholder] was not tried or decided" in the earlier adjudication "between the plaintiff and the corporation." *Id.* at 46. This Court found that

Wilson was "entitled to … trial of the issue [as to] whether he is a stockholder, before he can be charged with personal liability as such," and because the court did not have *in personam* jurisdiction over Wilson, that issue could not be determined in the *quasi in rem* action. *Id.*

B. Constitutional Due Process Requires Minimum Contacts Regardless of Latin Terms

More than 50 years later, in *International Shoe* the Court opined that:

> due process requires … that in order to subject a defendant to a judgment in personam, if he be not present within the territory of the forum, he have certain minimum contacts with it such that the maintenance of the suit does not offend traditional notions of fair play and substantial justice.

Int'l Shoe, 326 U.S. at 316 (internal quotation marks and citation omitted).

> Whether due process is satisfied must depend … upon the quality and nature of the activity in relation to the fair and orderly administration of the laws which it was the purpose of the due process clause to insure. That clause does not contemplate that a state may make binding a judgment in personam against an individual or corporate defendant with which the state has no contacts, ties, or relations.

Id. at 319. The Court then confirmed in *Mullane v. Cent. Hanover Bank & Tr. Co.*, 339 U.S. 306 (1950), that

"the requirements of the Fourteenth Amendment to the Federal Constitution do not depend upon a classification" of whether an action is *in rem* or *in personam*. *Id.* at 312.

C. *Shaffer* Affirms that the Minimum Contacts Test of *International Shoe* Applies to *Quasi in Rem* Actions

A quarter of a century later, the Court decided *Shaffer*. At issue was "the constitutionality of a Delaware statute that allows a court of that State to take jurisdiction of a lawsuit by sequestering any property of the defendant that happens to be located in Delaware." *Shaffer*, 433 U.S. at 189. Non-resident Heitner, who owned "one share of stock" in a corporation that was "incorporated under the laws of Delaware," filed a shareholder's derivative suit in Delaware State court against defendant corporation Greyhound, its "wholly owned subsidiary Greyhound Lines, Inc.," and against "28 present or former officers or directors of one or both of the corporations." *Id.* at 189–90. "Heitner alleged that the individual defendants had violated their duties to Greyhound by causing it and its subsidiary to engage in actions that resulted in the corporations being held liable for substantial damages … and a large fine." *Id.* at 190. "Simultaneously with his complaint, Heitner filed a motion for an order of sequestration of the Delaware property of the individual defendants." *Id.* A sequestration order was issued, and "approximately 82,000 shares of Greyhound common stock belonging to 19 of the defendants, and options belonging to another 2 defendants" were "seized." *Id.* at 192.

Twenty-one defendants made a special appearance, contending that the sequestration violated due process of law, and that the court did not have jurisdiction under

International Shoe because none of them had "sufficient contacts with Delaware." *Id.* at 193. Finding for defendants, the Court affirmed that a *quasi in rem* action "is limited to the property that supports jurisdiction and *does not impose a personal liability on the property owner, since he is not before the court.*" *Id.* at 199 (emphasis added). The Court reasoned that a judgment concerning property "directly affects the property owner by divesting him of his rights in the property before the court" (*id.* at 206), and that "[t]he standard for determining whether an exercise of jurisdiction over the interests of persons is consistent with the Due Process Clause is the minimum-contacts standard elucidated in International Shoe," (*id.* at 207) the "central concern" of which is "the relationship among the defendant, the forum, and the litigation" (*id.* at 204). *See also id.* at 207 ("'judicial jurisdiction over a thing,' is a customary elliptical way of referring to jurisdiction over the interests of persons in a thing.") (quotation omitted), *id.* at 212 ("all assertions of state-court jurisdiction must be evaluated according to the standards set forth in International Shoe and its progeny.").

In *Shaffer*, the Court opined that *quasi in rem* actions "present[] the clearest illustration of the argument in favor of assessing assertions of jurisdiction by a single standard." *Id.* at 209. The Court reasoned that "if a direct assertion of personal jurisdiction over [a] defendant would violate the Constitution, it would seem that *an indirect assertion of that jurisdiction* should be equally impermissible." *Id.* (emphasis added). The Court added that "[t]he fiction that an assertion of jurisdiction over property is anything but an assertion of jurisdiction over the owner of the property," is not justified because it "serve[s] only to allow state-court jurisdiction that is

fundamentally unfair to the defendant." *Id.* at 212. The Court further stated that if the property at issue is not "the subject matter of th[e] litigation," and "the underlying cause of action" is not "related to the property," there may not be "contacts with" the State "sufficient to support the jurisdiction of that State's courts." *Id.* at 213.

The Court then considered the argument that "[t]he primary rationale for treating the presence of property as a sufficient basis for jurisdiction," is to ensure "a wrongdoer" cannot "avoid payment of his obligations by … removing his assets" elsewhere. *Id.* at 210 (internal quotation marks omitted). In so doing, the Court reasoned that even if a debtor did remove his property to another State, "[t]he Full Faith and Credit Clause … makes the valid *in personam* judgment of one State enforceable in all other States." *Id.* In that context the Court then opined, in footnote 36 of *Shaffer* that:

> Once it has been determined by a court of competent jurisdiction that the defendant is a debtor of the plaintiff, there would seem to be no unfairness in allowing *an action to realize on that debt* in a State where the defendant has property, whether or not that State would have jurisdiction to determine the existence of the debt as an original matter.

Id. at 210 n.36 (emphasis added). In other words, where there has been an earlier finding of liability *against that defendant*, there is *prima facie*, "no unfairness" in permitting a *quasi in rem* enforcement action against *that defendant's* in-State property, even if the court does not have *in personam* jurisdiction over that defendant. *Id.*

Footnote 36 of *Shaffer*, therefore, only applies where there has been an earlier adjudication by a court or tribunal of competent jurisdiction that the defendant in the *quasi in rem* action is liable to pay a debt; and where the plaintiff then seeks to enforce that debt against *that same defendant's* in-State property. In that circumstance, the Court reasoned (in footnote 36) that there is no fundamental "unfairness," in principle, of the subsequent court exercising *quasi in rem* jurisdiction over that defendant's interest in that in-State property, even if the court does not have *in personam* jurisdiction over that defendant (and, therefore, could not have determined the existence of the debt in the first place).

The difficulty here is that Petitioner Webuild has not been found liable to pay any debt; and Webuild has not been adjudicated to be Astaldi's successor-in-interest. This is not the case, therefore, of a judgment debtor having a second bite of the apple. Respondent must go to a court or tribunal that has *in personam* jurisdiction over Webuild, and Respondent must try its successor-in-interest claim there. If Respondent then obtains the judgment or award it seeks, it can come back to Delaware and seek execution of that judgment or award against in-State property.

Justice Stevens explained, in his opinion concurring in the judgment in *Shaffer*, why it was necessary to overrule earlier law:

> One who purchases shares of stock on the open market can hardly be expected to know that he has thereby become subject to suit in a forum remote from his residence and unrelated to the transaction. … Delaware treats the place of incorporation as the situs of the stock …

Id. at 218 (Stevens, J., concurring in the judgment). Justice Stevens explained that if *International Shoe* does not apply in a *quasi in rem* action, every potential defendant would be obliged to ascertain "the State of incorporation of" all "shares he is buying" in order to avoid unwittingly "assuming an unknown risk of litigation." *Id.* at 219.

One might own, for example, a single share in a corporation registered in Delaware, but be unaware of the place of incorporation. That single share might be one's only contact with Delaware. Is it fair, in that circumstance, and would it comport with Constitutional due process, to subject all persons with any interest in that share to a *quasi in rem* action? What if there is no pre-existing adjudication of liability against that non-resident to pay a debt?

This is why the gatekeeping standard of *International Shoe* is essential. The decision below undermines that safeguard, *not only* in cases when there has been a previous adjudication of liability against a non-resident defendant; *but also* in cases (such as here) where there has been no adjudication of liability against a non-resident defendant including on a successor-in-interest theory. Such a broad holding creates a circuit split that has the potential to grant businesses incorporated in other circuits a significant advantage over those incorporated in Delaware.

D. Since *Shaffer* this Court and Federal Courts of Appeals Have Uniformly Upheld Application of *International Shoe*

This Court has had the opportunity to consider *Shaffer* in a number of cases over the last 50 years. In each of *Rush v. Savchuk*, 444 U.S. 320 (1980), *World-Wide*

Volkswagen Corp. v. Woodson, 444 U.S. 286 (1980), and *Burnham v. Superior Court of Cal.*, 495 U.S. 604 (1990), for example, the Court affirmed the "minimum contacts" analysis of *International Shoe*.[4] In *Burnham,* seven Justices joined opinions that affirmed *Shaffer*'s holding that *quasi in rem* jurisdiction is subject to *International Shoe*, and that the mere presence of a defendant's property in the forum State is not enough. Justice Scalia wrote for a plurality in *Burnham* that:

> quasi in rem jurisdiction, *i.e.*, that form of in personam jurisdiction based upon a "property ownership" contact … must satisfy the litigation-relatedness requirement of International Shoe. The logic of Shaffer's holding … places all suits against absent nonresidents on the same constitutional footing, regardless of whether a separate Latin label is attached to one particular basis of contact …

Id. at 621. Four concurring justices agreed that *Shaffer* requires minimum contacts for *quasi in rem* jurisdiction. *Id.* at 630 (Brennan, J., concurring in the judgment).

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4. *See e.g.*, *Rush v. Savchuk*, 444 U.S. 320, 327 (1980) ("'all assertions of state-court jurisdiction must be evaluated according to the standards set forth in *International Shoe* and its progeny.'") (quoting *Shaffer*, 433 U.S. at 212); *World-Wide Volkswagen Corp. v. Woodson*, 444 U.S. 286, 292, 294, 297 (1980) (the "minimum contacts" analysis is "flexible," requires consideration of "reasonableness" and "fairness," and the facts of each case must be such that the defendant should "reasonably anticipate being haled into court."); *Burnham v. Superior Court of Cal.*, 495 U.S. 604, 620–21 (1990) (plurality opinion); *see also Mallory v. Norfolk Southern Ry.*, 600 U.S. 122, 178 (2023) (Barrett, J., dissenting) ("Over and over, we have reminded litigants that International Shoe is 'canonical,' 'seminal,' 'pathmarking,' and even 'momentous'").

Similarly, prior to this circuit split, all Federal courts of appeals have adopted this same understanding of *Shaffer*.[5] The decision below also

5. *See e.g.*, *Dalmau Rodriguez v. Hughes Aircraft Co.*, 781 F.2d 9, 13 (1st Cir. 1986) ("In Shaffer … the court held that all assertions of state-court jurisdiction must be evaluated according to the standards set forth in International Shoe and its progeny.") (internal quotation marks omitted); *Intermeat, Inc. v. American Poultry, Inc.*, 575 F.2d 1017, 1021 (2d Cir. 1978) ("In *Shaffer* …. the Supreme Court held that the 'minimum contacts' standard of due process … should be used also to test jurisdiction based on the attachment of property"); *see also id.* at 1022 ("The application of the 'minimum contacts' standard to proceedings begun by attachment now means that the presence of the defendant's property within [a State] must be viewed as only one contact of the defendant with the state, to be considered along with other contacts in deciding whether the assertion of jurisdiction is consistent with 'traditional notions of fair play and substantial justice'") (quoting *International Shoe*, 326 U.S. at 316); *Amoco Overseas Oil Co. v. Compagnie Nationale Algerienne de Navigation*, 605 F.2d 648, 655 (2d Cir. 1979) ("The real 'teaching of Shaffer is that courts must look at realities and not be led astray by fictions'") (citation omitted); *Holzsager v. Valley Hospital*, 646 F.2d 792, 795 (2d Cir. 1981) (noting that in Shaffer "the Supreme Court … appl[ied] minimum contacts analysis to quasi-in-rem jurisdiction for the first time"); *Cargill, Inc. v. Sabine Trading & Shipping Co.*, 756 F.2d 224, 230 (2d Cir. 1985) ("Any such exercise of jurisdiction must meet the 'minimum contacts' standards set forth in International Shoe … and its progeny") (citing *Shaffer*, 433 U.S. at 212); *Winter Storm Shipping, Ltd. v. TPI*, 310 F.3d 263, 269 (2d Cir. 2002) ("Shaffer … held that quasi in rem jurisdiction must satisfy the same due process requirements set with respect to in personam jurisdiction in International Shoe … and its progeny"), overruled on other grounds by *Shipping Corp. of India Ltd. v. Jaldhi Overseas Pte Ltd.*, 585 F.3d 58 (2d Cir. 2009); *Base Metal Trading, Ltd. v. OJSC "Novokuznetsky Aluminum Factory,"* 283 F.3d 208, 213 (4th Cir. 2002) ("The Supreme Court's decision in *Shaffer* … eliminated all doubt that the minimum contacts standard in *International Shoe* governs *in rem* and *quasi in rem* actions as well as

departs from earlier Third Circuit applications of *Shaffer*.[6]

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in personam actions") (citing *Shaffer*, 433 U.S. at 207–12); *Applewhite v. Metro Aviation, Inc.*, 875 F.2d 491, 495 (5th Cir. 1989) ("regardless of whether the action is instituted *in personam, quasi in rem* or otherwise, all exercises of jurisdiction must be measured by the terms of the due process clause of the United States Constitution"); *Duncan v. Peck*, 752 F.2d 1135, 1138 (6th Cir. 1985) (citing *Shaffer* for the proposition that "presence of personal property in state not sufficient to confer *in personam* or *quasi in rem* jurisdiction in the absence of adequate personal service and minimum contacts with the forum state"); *Norton v. Bridges*, 712 F.2d 1156, 1160 (7th Cir. 1983) (citing *Shaffer* for the proposition that "the minimum contacts standard enunciated in International Shoe must be satisfied for a judgment quasi in rem to meet the requirements of due process"); *Fitzsimmons v. Barton*, 589 F.2d 330, 332 (7th Cir. 1979) (finding that in Shaffer this "Court held that a state court's exercise of quasi in rem jurisdiction would comport with the Due Process Clause only if the 'minimum contacts' test of International Shoe … were met"); *Newhard, Cook & Co. v. Inspired Life Centers, Inc.*, 895 F.2d 1226, 1228 (8th Cir. 1990) (citing *Shaffer* for the proposition that "the constitutionality of quasi in rem, as well as in personam, jurisdiction must be evaluated according to the standards set forth in International Shoe and its progeny"); *Pine Tree Capital, LLC v. BOKF, N.A.*, No. 20-8058, 2021 WL 4521352, at *2 (10th Cir. 2021) (no *quasi in rem* jurisdiction because "minimum contacts" not found). The Ninth Circuit in *Office Depot, Inc. v. Zuccarini*, 596 F.3d 696 (9th Cir. 2010) is inapposite because, *inter alia*, it concerned a writ of execution of a judgment *issued in the same State* concerning an Internet domain name. *Office Depot, Inc. v. Zuccarini*, 2007 U.S. Dist. LEXIS 21255 *1-2, 2007 WL 806489 (N.D. Cal. Mar. 15, 2007).

6. *See e.g.*, *Dollar Sav. Bank v. First Sec. Bank of Utah, N.A.*, 746 F.2d 208, 211 (3d Cir. 1984) ("Although there are distinctions between the various forms of nonresident jurisdiction, the Supreme Court has made it clear that 'all assertions of state-court jurisdiction must be evaluated according to the standard set forth

THE DECISION BELOW MAY ENDANGER DELAWARE AS A PLACE OF INCORPORATION

As of the date of this brief, more than 2 million business entities are at home in Delaware, including two-thirds of Fortune 500 companies. *See* n.2 *supra*. That constitutes an enormous volume of tangible and intangible in-State property. Delaware is a trusted jurisdiction for incorporating U.S. companies, including subsidiaries of foreign corporations. If the circuit split is not addressed, the decision below may discourage corporations and individuals from investing and holding property in Delaware, and may threaten the State's competitive status. At the same time, the decision below may make Delaware a magnet for plaintiffs who seek to litigate matters that may have nothing to do with Delaware (or the alleged debt) other than the fact that some property, perhaps *de minimis*, happens to be located within the State.

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in *International Shoe* and its progeny'") (quoting *Shaffer*, 433 U.S. at 212); *Britton v. Howard Sav. Bank*, 727 F.2d 315, 320 (3d Cir. 1984) ("In *Shaffer*, the Supreme Court held that the assertion of quasi-in-rem jurisdiction by attachment of property must as a matter of due process conform to the minimum contacts standard of International Shoe").

CONCLUSION

For the foregoing reasons, the petition for a writ of *certiorari* should be granted, and the Court should take this opportunity to clarify whether *International Shoe* must be applied in exercises of *quasi in rem* jurisdiction.

Respectfully submitted,

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