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SUPREME COURT OF ALABAMA

OCTOBER TERM, 2021-2022

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Terry Pruitt and Jane Pruitt

v.

AAA Interstate Transportation, LLC

**Appeal from Walker Circuit Court
(CV-19-900220)**

MITCHELL, Justice.

After sustaining injuries in a one-vehicle accident, Terry and Jane Pruitt filed a complaint against several defendants, including AAA Interstate Transportation, LLC ("AAA"), in the Walker Circuit Court. The

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court dismissed their claims against AAA for lack of personal jurisdiction, and it certified that dismissal as a final judgment under Rule 54(b), Ala. R. Civ. P. The Pruitts appealed. Because the circuit court did not have either general or specific personal jurisdiction over AAA, we affirm.

Facts and Procedural History¹

AAA is a transportation-logistics company organized as a limited-liability company under the laws of Colorado, with its principal place of business in Denver. Although AAA operates nationwide, it does not own or operate any business facilities in Alabama. In the spring of 2018, AAA contracted with Michels Machinery Co., Inc. ("Michels"), to transport a crane truck from Yukon, Oklahoma, to Michels's facility in Las Vegas, Nevada. AAA never performed any maintenance on the crane truck, never had any property interest in it, and had no further involvement with it after delivering it to Michels.

¹For purposes of this appeal, we take as true the undisputed allegations of the Pruitts' operative complaint and the undisputed facts set forth in both sides' evidentiary materials, resolving conflicts and ambiguities in the Pruitts' favor to the greatest reasonable extent. See Ex parte Covington Pike Dodge, Inc., 904 So. 2d 226, 229-30 (Ala. 2004).

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Later, Michels sold the crane truck to Jimmy's Construction & Maintenance, Inc. ("Jimmy's"), an Alabama corporation headquartered in Walker County. In August 2018, Jimmy's hired Terry Pruitt to bring the crane truck from Nevada to Walker County. Accompanied by his wife Jane, Terry flew to Las Vegas, received the crane truck from Michels, and began driving it to Alabama. In Texas, one of the tires on the crane truck failed, causing it to careen off the road and roll over several times. The Pruitts suffered severe and life-threatening injuries that required extensive treatment.

The Pruitts filed a complaint in the circuit court, initially naming Jimmy's, Michels, and State Farm Mutual Automobile Insurance Company as defendants. Eventually, the Pruitts learned of AAA's prior involvement in transporting the crane truck. They joined AAA as a defendant in their second amended complaint, the operative complaint for our purposes, which was served on AAA by certified mail at its office in Las Vegas. The second amended complaint pleads claims against AAA for negligent or wanton maintenance or inspection of the crane truck and, relatedly, for negligent or wanton hiring, training, or supervision of its

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employees. In attempting to establish personal jurisdiction, the second amended complaint alleges that AAA "conducts business either personally or by agent in Walker County, Alabama."

AAA filed an answer to the second amended complaint, pleading lack of personal jurisdiction. Shortly thereafter, it filed a motion to dismiss for lack of personal jurisdiction. See Rule 12(b)(2), Ala. R. Civ. P. In support, AAA submitted an affidavit by its safety director, Fabian Wisner, describing AAA's lack of direct business connections to Alabama and its limited involvement with the crane truck in transporting it to Nevada for Michels. In addition to the undisputed facts stated in the first paragraph of this section, Wisner's affidavit states that AAA "does not have any employees in Alabama," "does not direct any marketing activities to the state of Alabama," and does "not advertise for driver positions in that state."

In opposition to the motion, the Pruitts pointed to facts that they argued cast doubt on the accuracy of Wisner's affidavit. Regarding the extent of AAA's business contacts with Alabama, the Pruitts pointed to: (1) statements on AAA's website emphasizing the nationwide scope of its

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vehicle-transportation services and driver base;² (2) a job-application form on AAA's website, which is accessible from Alabama and can be completed by Alabama applicants; and (3) evidence that, in August 2019, a AAA driver was cited for carrier violations while operating a vehicle with an Alabama license plate in California. The Pruitts also noted that documents recording AAA's transaction with Michels suggest that AAA's driver inspected the crane truck in Oklahoma and was responsible for checking its fluid levels at fuel stops. Based on these facts, the Pruitts

²The Pruitts put particular stress on the following three statements (given here with the Pruitts' emphases):

"AAA Interstate Transportation, LLC specializes in the drive-away transportation of commercial and utility vehicles across the United States. With Offices in strategic locations, and drivers all across the country, we can handle any move. Our people are some of the most experienced in the industry, and are prepared to do whatever it takes to get the job done."

"Our expanded driver base allows AAA Interstate Transportation to service customers nationwide."

"Our drive-away transportation service ('hiker service') can pick-up and deliver your bucket, water, digger derrick, boom truck, crane, or any other utility or commercial vehicle nationwide."

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argued that the court should deny AAA's motion to dismiss or, at least, allow the Pruitts to conduct jurisdictional discovery.

When they filed their opposition, the Pruitts had already served a request for admissions on AAA. AAA responded to the request and admitted, in substance, that the relevant statements from its website are authentic, that it conducts its vehicle-transportation business nationwide, that it has been hired for transportation jobs by corporate customers in Alabama, and that one of its drivers was operating the Alabama-plated vehicle in California in August 2019. AAA declined to admit that it markets its services to Alabama on its website, but it admitted that its website can be accessed from any location with an Internet connection. AAA denied that it was aware when it transported the crane truck that Michels conducts business in Alabama, and it denied having sufficient information to state whether Michels does in fact conduct business in Alabama. AAA also submitted a second affidavit by Wisner, attesting that AAA had transported the Alabama-plated vehicle for a customer and that none of the more than 15 jobs AAA had completed for Michels involved an Alabama entity or the transportation of a vehicle to or from Alabama.

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On February 26, 2021, the circuit court granted AAA's motion and dismissed the Pruitts' claims against AAA for lack of personal jurisdiction. In its order, the court certified the dismissal as a final judgment under Rule 54(b), finding that there was "no just reason for delay." The Pruitts filed a motion to alter, amend, or vacate the judgment, which was denied.

The Pruitts filed a timely notice of appeal to the Court of Civil Appeals. That court, however, concluded that it lacked appellate jurisdiction and transferred the appeal to this Court, evidently on the ground that the amount involved exceeds \$50,000.³ See §§ 12-1-4, 12-2-7(1), 12-3-10, Ala. Code 1975.

³The second amended complaint does not specifically claim or allege more than \$50,000 in damages, but, from the nature of the Pruitts' alleged damages, it is readily apparent that a recovery could exceed that sum, especially taking into account any punitive damages. Cf. Ex parte Texas Loss Control Sys., LLC, 164 So. 3d 602, 605 (Ala. Civ. App. 2014). In principle, punitive damages would be available on the Pruitts' claims against AAA if they proved wantonness and not simple negligence. See, e.g., CP & B Enters., Inc. v. Mellert, 762 So. 2d 356, 362 (Ala. 2000) (discussing potential punitive damages for wanton-hiring-and-supervision claim); Tuscaloosa Cnty. v. Barnett, 562 So. 2d 166, 169 (Ala. 1990) (discussing punitive damages for wanton-failure-to-maintain claim); see generally § 6-11-20, Ala. Code 1975.

Standards of Review

We apply de novo review to rulings on motions to dismiss for lack of personal jurisdiction. Elliott v. Van Kleeef, 830 So. 2d 726, 729 (Ala. 2002). And we review for excess of discretion trial courts' decisions on the availability and scope of jurisdictional discovery. See Branded Trailer Sales, Inc. v. Universal Truckload Servs., Inc., 74 So. 3d 404, 411, 418-19 (Ala. 2011).

Subject to certain exceptions not relevant here, in reviewing the circuit court's judgment, we are not limited to the reasoning that the circuit court applied but can affirm its judgment for any legal, valid reason. Liberty Nat'l Life Ins. Co. v. University of Alabama Health Servs. Found., P.C., 881 So. 2d 1013, 1020 (Ala. 2003); Brannan v. Smith, 784 So. 2d 293, 297 (Ala. 2000).

Analysis

An Alabama court may exercise jurisdiction over a defendant served out of state, such as AAA, if doing so is consistent with due process and Rule 4.2(b), Ala. R. Civ. P., which serves the function of Alabama's "long-arm statute." Rule 4.2(b) provides:

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"An appropriate basis exists for service of process outside of this state upon a person or entity in any action in this state when the person or entity has such contacts with this state that the prosecution of the action against the person or entity in this state is not inconsistent with the constitution of this state or the Constitution of the United States"

As its text makes clear, Rule 4.2(b) extends long-arm jurisdiction to the fullest extent consistent with due process under the United States and Alabama Constitutions (which provide coextensive protections in this regard). See Elliott, 830 So. 2d at 730. Thus, under well-settled due-process jurisprudence, the dispositive question is whether AAA "ha[s] such 'contacts' with" Alabama that "'the maintenance of th[is] suit' is 'reasonable, in the context of our federal system of government,' and does not 'offend traditional notions of fair play and substantial justice.'" Ford Motor Co. v. Montana Eighth Judicial Dist. Ct., 592 U.S. ___, ___, 141 S. Ct. 1017, 1024 (2021) (quoting International Shoe Co. v. Washington, 326 U.S. 310, 316-17 (1945)) (alteration adopted).

There are "two kinds of personal jurisdiction: general (sometimes called all-purpose) jurisdiction and specific (sometimes called case-linked) jurisdiction." Id. It is clear that Alabama does not have general

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jurisdiction over AAA. A defendant is subject to general jurisdiction only in states where it is "'essentially at home.'" Id. (quoting Goodyear Dunlop Tires Operations, S.A. v. Brown, 564 U.S. 915, 919 (2011)). For a corporate defendant, that typically means only the state in which the defendant is incorporated and the state in which it has its principal place of business, id., barring the "exceptional case" in which the corporation's contacts with another state "'are so 'continuous and systematic' '" that it is "'essentially at home'" in that state as well. Daimler AG v. Bauman, 571 U.S. 117, 139 & n.19 (2014) (quoting Goodyear, 564 U.S. at 919).

Here, it is undisputed that AAA is organized under the laws of Colorado and has its principal place of business there, so neither of the first two conditions is met. Nor (on the allegations and record before us) does AAA have such continuous and systematic contacts with Alabama that it is at home here despite its out-of-state provenance and headquarters. The only relevant allegation in the Pruitts' second amended complaint is the vague and conclusory assertion that AAA "conducts business either personally or by agent in Walker County, Alabama." The undisputed evidence shows that AAA conducts its vehicle-

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transportation business nationwide, has performed transportation jobs for Alabama customers in the past, has transported at least one Alabama-plated vehicle, and maintains a website accessible to potential customers and job applicants who connect to the Internet in Alabama or anywhere else.

These facts do not come close to establishing that AAA is at home in Alabama. A company "that operates in many places can scarcely be deemed at home in all of them." Daimler, 571 U.S. at 139 n.20. Merely having employees in a state, even in large absolute numbers, is not enough to make a defendant at home there. See BNSF Ry. Co. v. Tyrrell, 581 U.S. ___, ___, 137 S. Ct. 1549, 1559 (2017) (holding that Montana could not exercise general jurisdiction over defendant railway corporation simply because it had "over 2,000 miles of railroad track and more than 2,000 employees" in the state). And a defendant's maintenance of a public-facing website, equally accessible from every state, does not make it at home in any particular state. Cf. Ex parte Troncalli Chrysler Plymouth Dodge, Inc., 876 So. 2d 459, 465 (Ala. 2003) (explaining that

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online advertising not targeted at a specific state generally does not even suffice for specific jurisdiction).

AAA is not subject to specific jurisdiction in this case either. The touchstone of specific jurisdiction is whether the defendant has "purposefully avail[ed] itself of the privilege of conducting activities within the forum State." Ford Motor Co., 592 U.S. at ___, 141 S. Ct. at 1024 (quoting Hanson v. Denckla, 357 U.S. 235, 253 (1958)). "This purposeful-availment requirement assures that a defendant will not be haled into a jurisdiction as a result of "the unilateral activity of another person or a third person." ' " Elliott, 830 So. 2d at 731 (quoting Burger King Corp. v. Rudzewicz, 471 U.S. 462, 475 (1985)). Crucially, specific jurisdiction must be based on "the defendant's contacts with the forum state that are related to the cause of action" in the suit at hand, and, though these contacts "need not be continuous and systematic," they must be substantial enough that the defendant could fairly anticipate a suit in the forum state. Id. at 730 (quoting Ex parte Phase III Constr., Inc., 723 So. 2d 1263, 1266 (Ala. 1998) (Lyons, J., concurring in the result)); see also Walden v. Fiore, 571 U.S. 277, 284 (2014) (stressing that

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"the defendant's suit-related conduct must create a substantial connection with the forum State" (emphasis added)).

Here, the only suit-related conduct by AAA is its conduct involving the crane truck in which the Pruitts were injured. But all AAA did with the crane truck was transport it from Oklahoma to Nevada for Michels three months before the Pruitts' accident. The record shows that AAA had no knowledge of any Alabama business of Michels and that Michels did not sell the crane truck to Jimmy's until some time after AAA delivered it to Nevada. In short, the Pruitts cannot point to any suit-related conduct of AAA directed at Alabama or any facts indicating that AAA should have anticipated that its transportation of the crane truck might lead to a suit in Alabama.

The Pruitts argue that even if they did not affirmatively show personal jurisdiction on the existing record, the circuit court erred by not hearing oral testimony or allowing them to cross-examine Wisner by deposition or in open court. These arguments are insubstantial. It is well settled that a trial court may consider affidavits or any other appropriate evidence in deciding a Rule 12(b)(2) motion. See Covington Pike Dodge,

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904 So. 2d at 229-30; Ex parte McGinnis, 820 So. 2d 795, 798 (Ala. 2001).

There is no general requirement that the court hear oral testimony.

Further, as this Court has explained, a plaintiff is not entitled to discovery to rebut a properly supported Rule 12(b)(2) motion if the plaintiff fails to "allege facts that would support a colorable claim of jurisdiction" or to offer more than "bare, attenuated, or unsupported assertions of personal jurisdiction." Ex parte Lowengart, 59 So. 3d 673, 678 (Ala. 2010); see also Ex parte Gregory, 947 So. 2d 385, 390 (Ala. 2006); Troncalli Chrysler, 876 So. 2d at 468. In this case, the Pruitts actually obtained discovery in the form of AAA's answers to their request for admissions, and the undisputed evidence before the circuit court abundantly showed that (for the reasons stated above) neither general nor specific personal jurisdiction over AAA could exist. There was no reason to believe that further evidentiary development was warranted. The circuit court did not exceed its discretion by granting the motion to dismiss without allowing additional discovery.

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Conclusion

Because AAA is not subject to either general or specific personal jurisdiction in this case, we affirm.

AFFIRMED.

Parker, C.J., and Shaw, Bryan, and Mendheim, JJ., concur.