

MEMORANDUM DECISION

Pursuant to Ind. Appellate Rule 65(D), this Memorandum Decision shall not be regarded as precedent or cited before any court except for the purpose of establishing the defense of res judicata, collateral estoppel, or the law of the case.



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IN THE COURT OF APPEALS OF INDIANA

U.S. Foods, Inc.,
Appellant-Defendant,

v.

Enspire Training, LLC,
Appellee-Plaintiff

February 2, 2022

Court of Appeals Case No.
21A-SC-1259

Appeal from the
Allen Superior Court

The Honorable Jana M. Lange,
Judge Pro Tempore

Trial Court Cause No.
02D02-2011-SC-13096

Vaidik, Judge.

Case Summary

- [1] Enspire Training, LLC—an Indiana company—filed a small-claims action against US Foods, Inc.—a Delaware corporation with its principal place of

business in Illinois—in Allen Superior Court. Specifically, Enspire alleged US Foods owed \$4,275 for a virtual training course its employee in Arizona registered for on Enspire’s website but did not attend. US Foods asserted lack of personal jurisdiction as a defense. The trial court found it had jurisdiction and entered judgment for Enspire. US Foods now appeals, renewing its argument the court lacked personal jurisdiction. Enspire has not filed an appellee’s brief. Finding US Foods has shown prima facie error, we reverse.

Facts and Procedural History

- [2] Enspire is an Indiana company that provides virtual information-technology training courses. US Foods is a food supplier and distributor. It is incorporated in Delaware with its principal place of business in Illinois. It has distribution centers throughout the United States, including Indiana, and is registered to do business in Indiana.
- [3] In February 2020, Brett Tolway, a US Foods information-technology employee who lived and worked in Arizona, registered on Enspire’s website to attend a five-day course called “Advanced Operations and Troubleshooting Bootcamp.” Ex. pp. 3, 6. The course was to be held virtually on June 1-5 and cost \$4,275. According to Enspire’s “Training Agreement,” the terms of which Tolway accepted when he registered for the course, he agreed to pay the full course fee but could cancel without any fee if he did so “more than ten (10) business days prior to the first day of the training class.” *Id.* at 9. Tolway did not attend the

course or cancel his registration, and Enspire demanded the full course fee from US Foods. *See id.* at 8.

[4] In November 2020, Enspire filed a small-claims action against US Foods in Allen Superior Court. Specifically, Enspire alleged US Foods failed to pay for the course Tolway had registered for on its website and sought \$4,275 plus costs. US Foods raised lack of personal jurisdiction as a defense in its answer. *See Appellant’s App. Vol. II p. 18.* A trial was held in May 2021, and US Foods moved under Indiana Trial Rule 41(B) “for judgment in its favor” on grounds the trial court lacked personal jurisdiction.¹ *Id.* at 32. The court took the matter under advisement.

[5] In June 2021, the trial court denied US Foods’ Trial Rule 41(B) motion, found it had “jurisdiction over the Parties,” and entered judgment for Enspire. *Id.* at 7.

[6] US Foods now appeals.

Discussion and Decision

[7] US Foods contends the trial court’s exercise of personal jurisdiction over it violates the Fourteenth Amendment’s Due Process Clause. Enspire has not filed a brief. When an appellee doesn’t respond to an appeal, we will not undertake the burden of developing an argument on their behalf. *Trinity Homes,*

¹ The hearing was not recorded. The trial court later certified a Statement of Evidence under Indiana Appellate Rule 31. *See Amended Notice of Completion of Clerk’s Record*, Case No. 21A-SC-1259 (Oct. 28, 2021).

LLC v. Fang, 848 N.E.2d 1065, 1068 (Ind. 2006). Rather, we will reverse the trial court’s judgment if the appellant’s brief presents a case of prima facie error. *Id.* In this context, “prima facie error” means error “at first sight, on first appearance, or on the face of it.” *Id.* Under that relaxed standard, we conclude reversal is appropriate.

[8] “The Fourteenth Amendment’s Due Process Clause limits a state court’s power to exercise jurisdiction over a defendant.” *Ford Motor Co. v. Mont. Eighth Judicial Dist. Court*, 141 S. Ct. 1017, 1024 (2021). A state court may exercise personal jurisdiction over an out-of-state defendant who has “certain minimum contacts with [the State] such that the maintenance of the suit does not offend traditional notions of fair play and substantial justice.” *Int’l Shoe Co. v. Wash.*, 326 U.S. 310, 316 (1945) (quotation omitted). There are two kinds of personal jurisdiction: “general (sometimes called all-purpose) jurisdiction and specific (sometimes called case-linked) jurisdiction.” *Ford Motor Co.*, 141 S. Ct. at 1024.

[9] We first determine whether the trial court properly exercised general jurisdiction over US Foods. “A state court may exercise general jurisdiction only when a defendant is ‘essentially at home’ in the State.” *Id.* (quoting *Goodyear Dunlop Tires Operations, S.A. v. Brown*, 564 U.S. 915, 919 (2011)); see also *BNSF Ry. Co. v. Tyrrell*, 137 S. Ct. 1549, 1558 (2017). “General jurisdiction, as its name implies, extends to any and all claims brought against a defendant.” *Ford Motor Co.*, 141 S. Ct. at 1024 (quotation omitted). As the United States Supreme Court explained:

Those claims need not relate to the forum State or the defendant’s activity there; they may concern events and conduct anywhere in the world. But that breadth imposes a correlative limit: Only a select set of affiliations with a forum will expose a defendant to such sweeping jurisdiction. In what we have called the paradigm case, an individual is subject to general jurisdiction in her place of domicile. **And the equivalent forums for a corporation are its place of incorporation and principal place of business.**

Id. (emphasis added, quotations and citations omitted).

[10] Although US Foods has distribution centers throughout the United States, including Indiana, it is incorporated in Delaware and has its principal place of business in Illinois. “[A] corporation that operates in many places can scarcely be deemed at home in all of them.” *BNSF*, 137 S. Ct. at 1559. Because US Foods is not “at home” in Indiana, the trial court did not have general jurisdiction over it. *See Ford Motor Co.*, 141 S. Ct. at 1024 (holding general jurisdiction over Ford Motor Co. attached in Delaware—where it’s incorporated—and Michigan—where it’s headquartered—but **not** in Montana and Minnesota—where accidents involving Ford vehicles occurred).

[11] Next, we determine whether the trial court properly exercised specific jurisdiction over US Foods. “Since *International Shoe*, specific jurisdiction has become the centerpiece of modern jurisdiction theory, while general jurisdiction [has played] a reduced role.” *Daimler AG v. Bauman*, 571 U.S. 117, 128 (2014) (quotation omitted). Specific jurisdiction “covers defendants less intimately connected with a State, but only as to a narrower class of claims.” *Ford Motor*

Co., 141 S. Ct. at 1024. “The contacts needed for this kind of jurisdiction often go by the name ‘purposeful availment.’” *Id.* (quoting *Burger King Corp. v. Rudzewicz*, 471 U.S. 462, 475 (1985)). The defendant “must take some act by which [it] purposefully avails itself of the privilege of conducting activities within the forum State.” *Id.* at 1024-25 (quotation omitted). A single contact with the forum State may be sufficient to establish specific jurisdiction if “the defendant’s suit-related conduct . . . create[s] a **substantial** connection with the forum State.” *Walden v. Fiore*, 571 U.S. 277, 284 (2014) (emphasis added); *Boyer v. Smith*, 42 N.E.3d 505, 511 (Ind. 2015) (“[A] **substantial** connection to Indiana is the touchstone, because that is the only way defendants can reasonably anticipate being called into court here to defend themselves.”).

[12] Tolway, who lived and worked for US Foods in Arizona, registered for a course on Enspire’s website.² The course was to take place virtually, not in person in Indiana. Tolway’s one-time registration for a course—which was to take place virtually and not in person in Indiana—on Enspire’s website did not create a substantial connection to Indiana. *Cf. Attaway v. Omega*, 903 N.E.2d 73, 79 (Ind. Ct. App. 2009) (concluding an Idaho couple purposely availed themselves of the privilege of conducting activities within Indiana by purchasing on eBay a car located in Indiana and then sending a representative **to Indiana** to pick up

² Notably, the Training Agreement did **not** contain any choice-of-law or forum-selection provisions or provide Tolway consented to the jurisdiction of Indiana courts.

the car and bring it to them in Idaho), *reh'g denied*. The trial court did not have specific jurisdiction over US Foods.³

[13] Because US Foods has made a prima facie showing the trial court lacked personal jurisdiction, we reverse.

[14] Reversed.

Najam, J., and Weissmann, J., concur.

³ US Foods also challenges the judgment on the merits. Given our conclusion the trial court lacked personal jurisdiction, we need not address this argument.