

Nos. 220145 & 220146 (Consolidated), Original

IN THE

Supreme Court of the United States

STATE OF DELAWARE,
Plaintiff,

v.

COMMONWEALTH OF PENNSYLVANIA AND
STATE OF WISCONSIN,
Defendants.

STATE OF ARKANSAS, *et al.*,
Plaintiffs,

v.

STATE OF DELAWARE,
Defendant.

**On Motion for Leave to File Bill of
Third-Party Complaint**

**BRIEF OF PROPOSED THIRD-PARTY
DEFENDANT MONEYGRAM PAYMENT
SYSTEMS, INC. IN OPPOSITION TO
MOTION FOR LEAVE TO FILE
BILL OF THIRD-PARTY COMPLAINT**

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INTRODUCTION

The underlying case involves a dispute among more than two-dozen states concerning the characterization, for unclaimed property purposes, of MoneyGram “Official Checks.” In particular, the main question presented is whether unclaimed Official Checks held for unknown owners escheat to MoneyGram’s state of incorporation pursuant to the priority rules set forth in *Texas v. New Jersey*, or to the state where the items were purchased as set forth in 12 U.S.C. §§ 2501, *et seq.* The State of Delaware – MoneyGram’s state of incorporation and the state to which MoneyGram is currently escheating such items – requested leave to file a bill of complaint against the States of Pennsylvania and Wisconsin seeking a declaration that *Texas v. New Jersey* provides the applicable framework for the escheat of these items. Similarly, the State of Arkansas and twenty other states requested leave to file a bill of complaint against Delaware, seeking an order that the rules set forth in 12 U.S.C. § 2503 are applicable to Official Checks. By orders dated October 3, 2016, the Court accepted jurisdiction over the consolidated and competing state claims to these items.

Notably, what is not disputed by any of the nearly thirty states involved in this litigation is that (1) the specific items at issue are in the possession of the State of Delaware, (2) MoneyGram has disclaimed any interest in the escheated property, and (3) MoneyGram takes no position on which of the competing views is correct. To their credit, until now, the states before this Court have recognized that their dispute is with one another, and have not sought to impose upon MoneyGram the obligation to participate in this litigation. Thus, the matter currently before the court

involves a single claim among states relating to a discrete legal issue under federal law.¹ Such cases are within the core competency of this Court's original and exclusive jurisdiction.

Pennsylvania's present motion for leave to file a third-party complaint seeks to complicate this otherwise straightforward case by adding MoneyGram – a private party that has neither the obligation, nor the ability, to provide the remedy sought in the proposed complaint – as a defendant. Ironically, while Pennsylvania alleges that MoneyGram's participation here is necessary to safeguard MoneyGram's due process rights, the fact is that Pennsylvania's motion threatens those rights. Because Pennsylvania has repeatedly acknowledged (including in its proposed third-party complaint) that the property it seeks is in Delaware's possession, it is abundantly clear under this Court's case law that MoneyGram cannot constitutionally be required to pay the same property to Pennsylvania.

In addition, forcing its participation in this litigation would require MoneyGram to raise its potential defenses to Pennsylvania's third-party complaint, which, in turn, raises numerous factual issues and questions of first impression under Pennsylvania and Delaware law. In sum, forcing MoneyGram to litigate a question on which it takes no position, over property in which it has no legal interest, all in the name of protecting MoneyGram's rights (that are not otherwise being threatened) is a perverse use of this Court's limited

¹ Indeed, it is MoneyGram's understanding that in accordance with the Court's December 6, 2016 order, the current parties are seriously considering whether the dispute can be presented to the court via a stipulation of facts, without the need for discovery, evidentiary hearings, or findings of fact.

and exclusive jurisdiction. The motion should be denied.

STATEMENT OF THE CASE

The interstate dispute presented in this case concerns the characterization, for unclaimed property purposes, of a MoneyGram product known as an “Official Check.” Delaware Compl. ¶ 10. MoneyGram’s Official Check product is a prepaid payment item generally sold at a financial institution. *Id.* ¶ 12. In exchange for a transaction fee and the value of the payment, the Official Check seller issues an instrument to the purchaser upon which MoneyGram is liable, and thus may be considered more creditworthy than a personal check. Penn. Counterclaim, ¶ 43. Generally, the financial institution sellers of Official Checks “do not record the address of the purchaser of the instruments.” *Id.* ¶ 52.

In accordance with *Texas v. New Jersey*, MoneyGram escheats uncashed address-unknown Official Checks to its state of incorporation, Delaware. Del. Compl., ¶ 10. However, given the nature of the Official Check item – in some ways similar to a traditional teller’s check, in other ways similar to a money order – questions arose as to whether the items should be escheated pursuant to the traditional *Texas v. New Jersey* priority rules, or the exception created by 12 U.S.C. § 2503 (addressing escheat of money orders and “similar written instruments”). See Mot. for Leave to File Complaint, *Texas v. Delaware*, S. Ct. Docket No. 22O146 at Ex. A (filed Jun. 9, 2016). In light of these questions, MoneyGram sought Delaware’s confirmation that MoneyGram’s handling of these unclaimed funds was correct. *Id.* MoneyGram sent a letter to Delaware describing the Official Check

product, explaining MoneyGram’s historical escheatment of the items, and noting other states’ contentions that Official Checks were money orders or “similar written instruments” escheatable to the state of purchase.² *Id.*

Delaware’s response was unequivocal. In a letter from the Department of Finance, Delaware advised that MoneyGram “has been properly reporting and delivering unclaimed property in accordance with the strict rules established by the Supreme Court of the United States.” *Id.* at Ex. B. In light of Delaware’s response, MoneyGram continued its practice of escheating address-unknown Official Checks to Delaware. Del. Compl. ¶ 10.

In May 2014, MoneyGram received notice from Treasury Services Group (“TSG”), a private auditing firm, that TSG had been retained to perform an unclaimed property audit of MoneyGram Official Checks on behalf of Pennsylvania, Wisconsin, and eighteen other states (“Audit States”). *See* Del. Mot., Gregor Decl. at Ex. A. At the conclusion of the audit, TSG demanded that MoneyGram pay the Audit States tens of millions of dollars that MoneyGram previously escheated to Delaware. *Id.* MoneyGram requested that the Audit States contact Delaware for resolution, as the funds were now in Delaware’s custody. *See* Mot. for Leave to File Compl., *Texas v. Delaware*, S. Ct. Docket No. 22O146 at Ex. F (filed Jun. 9, 2016).

² In particular, MoneyGram’s letter noted the other states’ contentions that such items were escheatable pursuant to “Section 4(d) of the 1981 Uniform Unclaimed Property Act.” *Id.* That provision adopts the priority rules set forth in 12 U.S.C. § 2503. *See* Comment, 1981 Unif. Unclaimed Prop. Act. § 4 (noting that subsection (d) “adopt[s] the rules . . . provided by congressional legislation [in] . . . 12 U.S.C. §§ 2501, et seq.”).

Ultimately, Pennsylvania filed suit against both MoneyGram and Delaware State Escheator David Gregor in the U.S. District Court for the Middle District of Pennsylvania. *See* Del. Mot. at A-5. Pennsylvania sought judgment against MoneyGram in the amount of \$10.3 million, plus interest and penalties on that amount, all while explicitly acknowledging that the \$10.3 million sought was escheated by MoneyGram “to the Delaware State Escheator.” *Id.* at A-12, ¶ 43; A-23, ¶¶ 104-109. A similar situation played out in Wisconsin. The Wisconsin Department of Revenue sued MoneyGram and Delaware Escheator Gregor in the U.S. District Court for the Western District of Wisconsin for sums payable on Official Checks purchased in that state. *See id.* at A-27 to A-39. Again, MoneyGram was sued (this time for \$13 million plus interest, penalties, attorneys’ fees and costs) notwithstanding Wisconsin’s acknowledgment the amounts sought were “sent [by MoneyGram] to the Delaware State Escheator.” *Id.* at A-31, ¶ 30; A38.

On May 26, 2016, Delaware filed its motion for leave to file a bill of complaint in the instant matter, and Wisconsin and Pennsylvania ultimately concurred in that request and sought leave to file counterclaims. *Id.*; Wisconsin Mot. for Leave to File Counterclaim (filed June 3, 2016); Pennsylvania Br. in Resp. to Delaware’s Mot. to File Bill of Complaint (filed June 14, 2016). Thereafter, the Pennsylvania and Wisconsin district court matters were stayed pending this Court’s resolution of Delaware’s motion. Del. Mot. ¶ 18; Order Staying Case (Dkt. No. 12), *Wisconsin Dep’t. of Rev. v. Gregor*, Case No. 3:16-cv-00281-wmc (W.D. Wis. Jun. 21, 2016).

On June 8, 2016, the states of Arkansas, Texas, Alabama, Arizona, Colorado, Florida, Idaho, Indiana,

Kansas, Kentucky, Louisiana, Michigan, Montana, Nebraska, Nevada, North Dakota, Ohio, Oklahoma, South Carolina, Utah, and West Virginia filed their own Motion for Leave to File a Bill of Complaint raising precisely the same issue of priority to escheat unclaimed MoneyGram Official Checks. *See* Mot. for Leave to File a Bill of Complaint, *Arkansas v. Delaware*, Docket No. 22O146 (filed June 9, 2016). The bill of complaint in that matter was later amended to add the states of California, Iowa, Maryland, Oregon, Virginia, and Washington as Plaintiffs.

By order dated October 3, 2016, the court accepted jurisdiction over and consolidated both cases and has since allowed the filing of counterclaims. Pennsylvania's motion for leave to file a third-party complaint followed. The current parties are now in the midst of a sixty-day period during which they have been invited to file with the Court a stipulation of facts. If no such stipulation is filed, the Court will appoint a Special Master.

ARGUMENT

I. REQUIRING MONEYGRAM TO DEFEND PENNSYLVANIA'S CLAIMS FOR PROPERTY THAT IS NOT IN MONEYGRAM'S POSSESSION OR UNDER MONEYGRAM'S CONTROL IS UNWARRANTED

Pennsylvania's proposed third-party complaint does not present any new facts or add any new claims; it is nearly a word-for-word copy of the allegations and claims already presented to the Court. In fact, the only significant distinction of the proposed third-party complaint is that it expressly seeks relief that, if granted, would violate MoneyGram's due process rights. In addition, while this case currently presents a

relatively straightforward question of federal law as to whether the priority rules of *Texas v. New Jersey* or 12 U.S.C. § 2503 apply to unclaimed Official Checks, MoneyGram's presence in this litigation will require the Court to consider numerous state law questions of first impression.

A. The Relief Sought in the Third Party Complaint Would Violate MoneyGram's Clearly Established Due Process Rights

Pennsylvania contends that MoneyGram should be a party to this litigation in order to "secure" MoneyGram's due process rights. Far from securing MoneyGram's due process rights, however, it is Pennsylvania's proposed third-party complaint that threatens those rights by seeking a judgment holding MoneyGram liable for property that Pennsylvania acknowledges is in the possession of a sister state. As noted by multiple decisions of this Court, such relief would unequivocally violate MoneyGram's due process rights.

All three counts of Pennsylvania's proposed third party complaint seek an order declaring that "MoneyGram is liable to Plaintiff for the sum of \$10,293,869.50, plus interest and fees." (Proposed Third-Party Complaint, Prayer for Relief §§ A, B, C). Elsewhere in the Complaint, however, Pennsylvania explicitly acknowledges that "the [Pennsylvania] Treasury Department learned MoneyGram sent to Delaware the sum of \$10,293,869.50" between 2000 and 2009. (Proposed Third-Party Complaint ¶ 42). This admission makes clear that the \$10.3 million Pennsylvania seeks from MoneyGram is precisely the same \$10.3 million that *Pennsylvania acknowledges* and *Delaware agrees* MoneyGram has already escheated to Delaware. *See* Del. Compl. ¶ 16

(Pennsylvania seeks “a sum equal to the amount previously escheated to Delaware for Official Checks that Pennsylvania asserts were purchased in Pennsylvania . . . estimated to be \$10,293,869.50.”).

More than fifty years ago, this Court established that subjecting a holder to multiple state demands for the same property amounts to a taking without due process of law. *W. Union Telegraph Co. v. Pennsylvania*, 368 U.S. 71, 77 (1961). In *Western Union*, Pennsylvania sued for the turnover of certain unclaimed telegraphic money orders in Western Union’s possession. *Id.* at 74. While Western Union did not claim a possessory interest in the funds, it argued that it should not be at risk of having to escheat the same property twice. *Id.* The Supreme Court agreed, ruling that the dual claims of Pennsylvania and New York “might force Western Union to pay a single debt more than once and thus take its property without due process of law.” *Id.* at 77. The Court has repeatedly reaffirmed this principle. *See, e.g., Standard Oil v. New Jersey*, 341 U.S. 428, 443 (1951). (“[T]he same debts or demands [taken by New Jersey] against appellant cannot be taken by another state.”); *Texas v. New Jersey*, 379 U.S. 674, 676 (1965) (“[T]he Due Process Clause of the Fourteenth Amendment prevents more than one State from escheating a given item of property.”).

Here, there is no dispute among the states already party to this litigation that the property sought by Pennsylvania is in Delaware’s possession. In addition, MoneyGram has neither a legal nor a possessory interest in the funds at issue. Accordingly, there is no reason for it to be dragged into this interstate dispute.

B. Adding MoneyGram As a Party Will Require the Consideration of Multiple Factual Disputes and Ancillary State Law Issues

Even though more than two dozen states are parties to this action, the question presented is a narrow one: whether the priority rules of *Texas v. New Jersey* or the statutory exception to those rules set forth in 12 U.S.C. § 2503 govern the escheat of unclaimed Official Checks. Even if all fifty states ultimately become party to this litigation, the underlying facts are not likely to be disputed and the legal issues will not become more complicated. Adding MoneyGram as a party to this action, however, will require the Court to consider and decide factual disputes relating to MoneyGram's escheat of this property and ancillary penalty and indemnification issues governed specifically by state law.

1. Pennsylvania's Third-Party Complaint Implicates Additional Issues Concerning Interest and Penalties

In addition to seeking \$10.3 million of unclaimed Official Checks (which are not in MoneyGram's possession) and a declaration that such items are subject to 12 U.S.C. § 2503 (on which MoneyGram takes no position), Pennsylvania's proposed third-party complaint also seeks the assessment of interest and penalties against MoneyGram for Delaware's failure to turn over the disputed funds. Even putting aside the obvious inequity of Pennsylvania's position – using the escheat system as a sword to raise state revenue from private companies rather than as a shield to protect rightful owners – assessing Pennsylvania's claim for interest and penalties in this case raises the

propriety of those claims under Pennsylvania state law.

Pursuant to Pennsylvania law, “[i]f any holder fails, without proper cause, (i) to report or (ii) to pay and deliver to the State Treasurer property subject to custody and control of the Commonwealth under this article, such holder shall be liable to pay to the State Treasurer interest at the rate of twelve per centum per annum from the time such report should have been filed.” 72 Pa. Const. Stat. § 1301.24(b); *cf.* (Penn. Proposed Third Party Complaint ¶ 92) (seeking declaration that MoneyGram pay “interest and fines” on property escheated to Delaware). In addition, Pennsylvania’s unclaimed property act provides for penalties, in the form of fines of up to \$10,000 and potential imprisonment of two years for the late delivery of unclaimed property. 72 Pa. Const. Stat. § 1301.25(b). Pennsylvania’s proposed third-party complaint seeks the assessment of such fines against MoneyGram. (Penn. Proposed Third Party Complaint ¶ 92).

Pennsylvania’s power to impose such penalties, however, is not without limit. In particular, the assessment of both interest and fines is permitted only when a holder fails to deliver property “without proper cause.” 72 Pa. Const. Laws §§ 1301.24(b), 1301.25(b). The Pennsylvania Act also sets forth that the Administrator may waive interest and “shall” waive penalties where the holder “acted in good faith and without negligence.” 72 Pa. Const. Stat. § 1301.25(c). To the best of MoneyGram’s knowledge, no Pennsylvania court has ruled on the issue of “proper cause” in this context, nor has any Pennsylvania court provided guidance on the applicable standard for assessing the

“good faith” of a holder faced with competing state claims for the same property.

In any event, if Pennsylvania’s third-party complaint is accepted, MoneyGram submits that the facts of this case, including (1) that MoneyGram escheated the funds at issue to Delaware (2) the uncertainty over which rule is applicable to Official Checks, (3) the specific instruction from Delaware to turn such property over to that state, and (4) the fact that for during the entirety of the time period³ in question Delaware – not MoneyGram – was in possession of the funds at issue, all lead to the conclusion that the assessment of interest and penalties against MoneyGram is improper.

Accordingly, acceptance of Pennsylvania’s claims against MoneyGram will put this Court in the possession of resolving numerous fact issues regarding Pennsylvania’s assertion that MoneyGram escheated the funds at issue “without proper cause.” It will also require this Court to issue the first decision on several matters of Pennsylvania state law relating to the reasonableness of Pennsylvania’s assessment of interest and penalties. Such factual disputes and ancillary state law issues are anathema to the exercise of this Court’s exclusive jurisdiction. *Ohio v. Wyandotte Chems. Corp.*, 401 U.S. 493, 500-05 (1971); *City of*

³ Even assuming, as Pennsylvania contends, that Official Checks are “money orders”, the difference between Delaware’s (five year) and Pennsylvania’s (seven year) respective dormancy periods for such items means that MoneyGram had possession of the unclaimed Official Checks for even less time than as would have been authorized by Pennsylvania law. *Compare* Del. Code Ann. tit. 12, § 1198(9)(a) *with* 72 Pa. Const. Stat. § 1301.3(3). In other words, there is no claim that MoneyGram enjoyed some advantage as a result of the escheat of this property to Delaware.

Milwaukee v. Illinois and Michigan, 451 U.S. 304, 327 n.19 (1981).

2. Pennsylvania’s Third-Party Complaint
Implicates State Law Issues Concerning
MoneyGram’s Entitlement to Statutory
Indemnification by the State of Delaware

In addition to the Pennsylvania state law issues concerning the potential assessment of interest and penalties, Pennsylvania’s proposed third-party complaint also implicates Delaware state law issues concerning MoneyGram’s entitlement to statutory indemnification pursuant to the Delaware Escheat Act. *See* Del. Code Ann. tit. 12, § 1203(c). As with the Pennsylvania interest and penalty issues, no Delaware court has interpreted the Delaware indemnification statute in this context, nor addressed the scope of a holder’s right to indemnification. Thus, acceptance of Pennsylvania’s third-party complaint here would require this Court to be the first word on this state law issue as well.

In its proposed third-party complaint, Pennsylvania is clear that its claim for \$10.3 million against MoneyGram relates to property that MoneyGram has already escheated to Delaware. *See* Penn. Proposed Third-Party Complaint ¶ 1 (“Pennsylvania seeks to take custody of sums erroneously **submitted to Delaware** by MoneyGram”) (emphasis added); *id.* ¶ 42 (“the Treasury Department learned MoneyGram **sent to Delaware** the sum of \$10,293,869.50”) (emphasis added); *id.* ¶ 48 (seeking to claim from MoneyGram “the \$10,293,869.50 **remitted to Delaware and the Delaware State Escheator**”) (emphasis added); *id.* at ¶ 65 (noting that Delaware takes the position “that Delaware was rightfully in custody” of the items at issue). The fact that the third

party complaint itself alleges that MoneyGram has already escheated the property at issue is significant because, under Delaware law, MoneyGram is entitled to statutory indemnification for any subsequent state claims (such as Pennsylvania's here) for property escheated to Delaware.

Pursuant to Delaware law, where a holder has escheated property to the state in good faith, and "another state claims the money or property under its laws" the Delaware State Escheator "shall defend the holder against the claim and indemnify the holder against any liability on the claim." Del. Code Ann. tit. 12, § 1203(c). In the present case, MoneyGram has made a written demand to Delaware for indemnification relating to the claims by other states (and any interest or penalties) for the Official Checks escheated to Delaware, to which Delaware has not yet formally responded. *See Brief of Amicus Curiae MoneyGram Payment Systems, Inc. in Support of Movant*, Docket No. 22O145 at 2. To date, MoneyGram has not been required to bring that dispute with Delaware to a head, because MoneyGram is not a party to the current litigation and the other two dozen states to this litigation (Pennsylvania now excluded) have respected MoneyGram's due process rights. However, if Pennsylvania's third-party complaint is allowed to proceed, MoneyGram will have no choice but to insist upon the recognition of its indemnification rights before this Court.

II. MONEYGRAM IS NOT A "NECESSARY PARTY" TO THIS INTERSTATE DISPUTE

Pennsylvania also claims it should be permitted to file a third party complaint against MoneyGram "to guarantee that the final order of this Court once-and-for-all resolves all claims by Pennsylvania against

Delaware *and* MoneyGram related to MoneyGram’s Official Checks” and to ensure that “additional litigation is unnecessary to ultimately receive payment from the appropriate party (Delaware or MoneyGram).” (Brief in Support of Motion for Leave to File Bill of Third Party Complaint at 3 (emphasis in original)). As discussed *supra*, Pennsylvania cannot receive payment from MoneyGram because MoneyGram already has escheated the property sought to Delaware. In addition, MoneyGram is not necessary to this action in order for the Court to resolve the claims among the states as to which state is entitled to escheat unclaimed Official Checks.

Federal Rule of Civil Procedure 19 is instructive.⁴ *Rule 19* governs parties required to be joined to an action and provides:

- (1) *Required Party*. A person who is subject to service of process and whose joinder will not deprive the court of subject-matter jurisdiction must be joined as a party if:
 - (A) in that person's absence, the court cannot accord complete relief among existing parties; or
 - (B) that person claims an interest relating to the subject of the action and is so situated that disposing of the action in the person's absence may:
 - (i) as a practical matter impair or impede the person's ability to protect the interest; or
 - (ii) leave an existing party subject to a substantial risk of incurring double, multiple, or

⁴ While not binding on the Court, the Federal Rules of Civil Procedure may be taken as a guide. *See* U.S. Sup. Ct. R. 17(b).

otherwise inconsistent obligations because of the interest.

Put simply, a necessary party is one without whom full relief cannot be granted. *See Orff v. United States*, 545 U.S. 596, 602-03 (2005).

MoneyGram is not a necessary party to this action. In respect of property escheated to Delaware that Pennsylvania now claims, the Court can decide that matter without MoneyGram's participation. If the Court finds in favor of Pennsylvania, it is undisputed that Delaware holds the \$10.3 million, and Pennsylvania can recover that sum from Delaware. If the Court finds in favor of Delaware, there will be nothing for MoneyGram, or Delaware, to do. In either scenario, MoneyGram will not be affected by the judgment. Therefore, the presence or absence of MoneyGram in this suit is immaterial. *See id.*; *see also F.R.C.P.* 19(a)(1)(A).

Nor does MoneyGram claim an interest in the subject of the action. MoneyGram has explicitly stated that it takes no position in the dispute between the states and will escheat future property in full compliance with any order of the Court. Pennsylvania has acknowledged as much. (Penn. Proposed Third-Party Compl. ¶¶ 71-72). In short, MoneyGram has stipulated that it has no property interest in the dispute over unclaimed MoneyGram Official Checks. *See Texas v. Florida*, 306 U.S. 398, 404 (1939). The Court's decision as to which state may escheat future unclaimed MoneyGram Official Checks will not affect MoneyGram's interests nor leave it exposed to multiple threats or inconsistent obligations. To the contrary, it will remove such threats and settle such controversies. *See F.R.C.P.* 19(a)(1)(B).

Finally, contrary to Pennsylvania's suggestion, the extension of jurisdiction over a third party without custody of the funds at issue is not required (or even countenanced) by this Court's decision in *Texas v. New Jersey*, 379 U.S. 674 (1965). (Penn. Br. at 3). While it is true that the Sun Oil Company was a party-defendant in *Texas v. New Jersey*, it was Sun Oil that **had possession** of the funds at issue in that case. *See id.* at 677 n.5 (noting that Texas sought injunction to prevent Sun from escheating property at issue, which was mooted by other states' voluntary agreement "not to act pending determination of this case"). Here, of course, Pennsylvania expressly acknowledges and alleges that the approximately \$10.3 million at issue is held by Delaware, not MoneyGram. *See* Penn. Proposed Third-Party Compl. ¶ 42 (As a result of an unclaimed property audit, Pennsylvania "learned MoneyGram **sent to Delaware** the sum of \$10,293,869.50.) (emphasis added); *Id.* ¶ 73 ("**Delaware** has refused to remit payment for the Pennsylvania Checks.").

In sum, Pennsylvania's attempt to bring MoneyGram into this dispute is unnecessary and would serve only to cause needless expense to a private party by forcing it to participate in an inter-state dispute in which it has asserted no legal interest, and over which it has no control. Pennsylvania's motion for leave to file a bill of third-party complaint should be denied.

CONCLUSION

For the foregoing reasons, MoneyGram respectfully requests that the Court deny Pennsylvania's Motion for Leave to File a Third-Party Bill of Complaint.

Respectfully submitted,

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