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SUPREME COURT OF ALABAMA

OCTOBER TERM, 2026-2027

SC-2026-0083

**Ex parte UOP, LLC; Honeywell International, Inc.; and Mark
Smith**

PETITION FOR WRIT OF MANDAMUS

(In re: Southern Logistics, Inc., and Richland Resources, LLC

v.

**UOP, LLC; Honeywell International, Inc.; Environmental
Business Specialists, LLC; and Mark Smith)**

(Monroe Circuit Court: CV-24-900140)

McCOOL, Justice.

UOP, LLC ("UOP"); Honeywell International, Inc. ("Honeywell"); and Mark Smith (collectively referred to as "the UOP defendants") have petitioned this Court for a writ of mandamus. That petition asks this Court to direct the Monroe Circuit Court to (1) promptly rule on the UOP defendants' motion to dismiss the complaint filed against them by Southern Logistics, Inc. ("SLI"), and Richland Resources, LLC ("Richland") (collectively referred to as "the plaintiffs"), and (2) vacate its January 6, 2026, order ("the January discovery order"), which requires the UOP defendants to provide the plaintiffs with certain discovery before the circuit court will rule on the motion to dismiss. For the reasons set forth herein, we grant the petition and issue the writ.¹

¹Environmental Business Specialists, LLC ("EBS"), is also a defendant in this case and also has a motion to dismiss that is currently pending in the circuit court, but EBS did not join the UOP defendants' petition for a writ of mandamus. After this Court ordered answers and briefs, EBS filed an answer to the petition, in which it adopted the UOP defendants' arguments and their requested relief. However, if EBS intended for that an answer to serve as its own petition for a writ of mandamus, the petition is untimely because EBS filed it almost four months after the circuit court issued the January discovery order and did not include any explanation for the late filing. See Ex parte Jefferson Cnty. Bd. of Educ., 430 So. 3d 26, 30 (Ala. 2025) (noting that "the presumptively reasonable time for filing a mandamus petition is 42 days after the entry of the order from which relief is sought" and that, "[i]f a petition is filed outside this presumptively reasonable time, it shall include a statement of circumstances constituting good cause for the

Facts and Procedural History

The litigation in this case stems from several related business relationships among the various corporate plaintiffs and corporate defendants, which, at times during the last 20 years, have each played a role in the removal and repurposing of ammonium nitrate water from a landfill in Mobile County. In October 2024, the plaintiffs filed in the circuit court a complaint against the UOP defendants and Environmental Business Specialists, LLC ("EBS"), in which they asserted multiple counts of breach of contract, multiple counts of intentional interference with a business relationship, and one count of conspiracy. In short, the crux of the plaintiffs' complaint is that the UOP defendants and EBS "disrupt[ed] long-standing contracts and business relationships of the plaintiffs, cutting the plaintiffs out of a set of business relationships they created and then spent years refining and developing."

There are several contracts at issue in this case, but the contract that is relevant to this petition is a contract that SLI and Honeywell executed in September 2013 ("the 2013 contract"). The 2013 contract

appellate court to consider the petition'" (quoting Rule 21(a)(3), Ala. R. App. P.)).

required Honeywell and UOP, of which Honeywell owns "a controlling interest," to protect certain confidential information for a period of 10 years following the termination of the contract. According to the plaintiffs, Honeywell terminated the 2013 contract in August 2024, and one of the plaintiffs' breach-of-contract claims alleges that the UOP defendants breached that contract by sharing confidential information with EBS, which "allowed [the UOP defendants] to secretly work around, cut out and eliminate [the plaintiffs] from the existing business relationship."

In December 2024, the UOP defendants took the necessary steps to remove the case to the United States District Court for the Southern District of Alabama. However, on the plaintiffs' motion, the district court remanded the case back to the circuit court in June 2025. In early July 2025, SLI filed notice of its intent to serve several nonparty subpoenas and also served the UOP defendants with interrogatories and requests for production.

On July 15, 2025, the UOP defendants filed a motion to dismiss the complaint on the basis of improper venue. See Rule 12(b)(3), Ala. R. Civ. P. The UOP defendants also argued that the plaintiffs' tort claims fail to

state a claim upon which relief can be granted and should therefore be dismissed pursuant to Rule 12(b)(6), Ala. R. Civ. P. (EBS also filed a motion to dismiss the complaint on those same grounds.) In support of their venue argument, the UOP defendants noted that the 2013 contract contained an "explicit contractual agreement that any dispute arising out of or relating to [the 2013 contract] shall be brought exclusively in the state or federal courts sitting in New York, New York." Thus, according to the UOP defendants, venue for this case is not proper anywhere in Alabama. Alternatively, the UOP defendants argued that, even if venue is proper in Alabama, it is not proper in Monroe County because, they said, "[n]one of [the] actionable conduct occurred in Monroe County." That same day, the UOP defendants filed an objection to SLI's nonparty subpoenas and a motion to "stay all merit-based discovery," arguing that the plaintiffs "should not be permitted ... to conduct merit-based discovery until such time as the issues outlined in the ... motion to dismiss are resolved." A hearing on the UOP defendants' motion to dismiss was scheduled for October 3, 2025.

It appears that the UOP defendants' deadline for responding to SLI's interrogatories and requests for production was July 31, 2025. Ten

days before that deadline, the UOP defendants' counsel asked SLI's counsel if he would "have any issue with agreeing to extend the response time ... pending the results of [the UOP defendants'] motions." SLI's counsel agreed to a "brief extension ... as a professional courtesy," but he stated that he planned to oppose the UOP defendants' motion to stay discovery and, moreover, claimed that the requested discovery "will be relevant to the venue issue."

On the morning of July 29, 2025, the UOP defendants' counsel proposed a discovery compromise, which was that SLI's counsel "identify which interrogatories and [requests for production] SLI believes are pertinent for venue issues by ... July 31, 2025, and [the UOP defendants] w[ould] work to ... have responses to [SLI] no later than August 28, 2025." Later that morning, SLI's counsel rejected the compromise, claiming that all of SLI's requested discovery was "potentially relevant to the venue motion[]" and that SLI was not willing to "self-limit [its] discovery."

On the evening of July 29, 2025, the UOP defendants' counsel sent SLI's counsel an email in which he disputed the notion that all of SLI's requested discovery was relevant to the venue issues. In fact, the UOP

defendants' counsel argued, none of SLI's requested discovery was relevant to the issue of the applicability of the forum-selection clause, and only very limited discovery was necessary to respond to the argument that venue is not proper in Monroe County. The UOP defendants' counsel stated, however, that if SLI's counsel could "articulate a reasonable basis for how any of [the requested] discovery might be relevant to the venue issues ..., then we may reconsider." The UOP defendants' counsel also stated:

"Given the impending deadlines, we will proceed with filing a motion for a protective order limiting discovery to the pending venue issues. Please do not misunderstand this filing as unwillingness to continue to work with you on discovery which is legitimately related to the venue issues The proposal made earlier today still stands, and we will continue working to provide you with responses and documents related to the venue issues, but that process would be much more fruitful with your legitimate participation rather than a baseless blanket insistence that all discovery is relevant to the venue issues when it clearly is not."

There is no indication that SLI's counsel replied to that email, and, approximately 20 minutes later, the UOP defendants filed a motion for a protective order, in which they asked the circuit court to "limit[] discovery solely to ... the venue issues." In support of that motion, the UOP defendants alleged that the plaintiffs had "made it clear that they

intend[ed] to push forward with full, unlimited merit-based discovery." The UOP defendants argued, though, that, "when a motion challenging venue is pending," a circuit court must "prioritize the venue issue over any merits-based discovery matters" and "is within its sound discretion to limit discovery to issues directly impacting the venue analysis."

It appears that, in accordance with the July 31, 2025, discovery deadline, the UOP defendants provided the plaintiffs with "objections and incomplete responses to the first set of interrogatories and requests for production served by SLI." According to the plaintiffs, the UOP defendants' "core objections track[ed] the grounds stated in the motion to stay discovery," i.e., that the only discovery that is proper while their motion to dismiss remains pending is discovery that is relevant to the venue issues.

On August 12, 2025, the circuit court issued an order denying the UOP defendants' motion to stay discovery and directing the issuance of SLI's nonparty subpoenas. However, although the circuit court denied the motion to stay discovery, it did not compel the UOP defendants to

provide any discovery and did not address their motion for a protective order.²

It appears that the circuit court held a hearing on September 3, 2025, at which the court "ordered that [the] plaintiffs will be allowed to conduct discovery," and, according to the plaintiffs, the UOP defendants "represented ... that they w[ould] be serving supplemental discovery responses in the near future." Later that month, the plaintiffs filed a motion to continue the hearing scheduled for October 3, 2025, because, they said, they would "need time to analyze those responses and determine what additional discovery they w[ould] need to conduct." According to the plaintiffs, the UOP defendants did not object to a continuance, and the circuit court rescheduled the hearing on the UOP defendants' motion to dismiss for December 5, 2025. On September 25, 2025, the circuit court denied the UOP defendants' motion for a protective order.

²The August 12, 2025, order instructed the UOP defendants to submit a proposed protective order, but that proposed order was to be an order intended to protect confidential information, not an order intended to limit discovery to the venue issues.

On October 27, 2025, SLI filed a motion to compel discovery, alleging that the UOP defendants had not provided the supplemental discovery that they had promised during the September 3, 2025, hearing. The circuit court apparently did not take any action in response to that motion, and, on November 13, 2025, SLI renewed its motion to compel, alleging that the UOP defendants had still not provided any supplemental discovery. SLI also asked for a continuance of the December 5, 2025, hearing given the UOP defendants' alleged refusal to provide supplemental discovery. Later that day, the circuit court rescheduled the hearing for December 19, 2025, but the court did not order the UOP defendants to provide any further discovery.

On December 10, 2025, the UOP defendants provided supplemental responses to SLI's interrogatories, but they objected to almost all the interrogatories on the ground that they were "premature." Specifically, the UOP defendants argued that the information sought by the interrogatories was "not reasonably related to the venue challenges," and they provided only the information that, in their opinion, was "reasonably related to venue-specific issues." That same day, the UOP defendants filed a second motion for a protective order, in which they again asked

the circuit court to "limit[] discovery solely to ... the venue issues." In support of that motion, the UOP defendants argued that the discovery they had provided gave the plaintiffs "sufficient information ... to fully evaluate and respond to the [UOP] defendants' venue challenges." Thus, according to the UOP defendants, "until such time as the venue challenges are resolved, no further merit-based discovery ... is warranted or necessary."

On December 17, 2025 -- two days before the circuit court was scheduled to hold a hearing on the UOP defendants' motion to dismiss -- SLI filed a response to the motion. In that response, SLI argued that the forum-selection clause in the 2013 contract should not be enforced for several reasons, and it set forth in detail its argument that the discovery it had been provided, including discovery from EBS, demonstrates that venue is proper in Monroe County. The plaintiffs also argued that there is no merit to the UOP defendants' contention that their tort claims fail to state a claim upon which relief can be granted.

The circuit court held a hearing on December 19, 2025, but it did not rule on the UOP defendants' motion to dismiss because SLI's counsel "claimed to need the depositions of certain witnesses before [the]

plaintiffs could adequately respond to" the motion. However, the UOP defendants contend that the plaintiffs did not identify any witnesses they needed to depose, and the plaintiffs have not disputed that contention in their answers to the petition. According to the UOP defendants, the circuit court

"directed the parties to confer and conduct certain depositions before it reset the pending motion[] to dismiss for a hearing in March at which time the court intends to address and rule on the motion[], regardless of which depositions have or have not been completed at that time. The court then directed SLI's counsel to prepare and circulate a proposed order with [the UOP] defendants' counsel consistent with that ruling."

On December 31, 2025, SLI sent the UOP defendants a proposed discovery order, which listed seven witnesses that "the plaintiffs claim they need to depose before addressing the [UOP] defendants' motion[] to dismiss." SLI did not make clear in the proposed order, nor have the plaintiffs made clear in their answers to the petition, whether those depositions were necessary to respond to the UOP defendants' venue arguments, their Rule 12(b)(6) arguments, or both. SLI's proposed order did not include a date for holding a hearing on the UOP defendants' motion to dismiss but, instead, provided that, "[f]ollowing the conclusion of these depositions, the parties shall submit a report to the court

regarding the court's need to set a hearing for the pending motion[] to dismiss."

Two days later, the UOP defendants "returned the ... proposed order with ... suggested edits" and provided a "detailed explanation" as to "why certain depositions should not be conducted at this juncture." Specifically, the UOP defendants claimed that "there is no need to conduct any depositions at this stage because no discovery activities or depositions will assist the court in addressing the enforcement of the forum-selection clause." Nevertheless, "in the spirit of cooperation," the UOP defendants agreed to "make [two of those seven witnesses] available for their depositions" because those two witnesses -- one of whom is Smith -- can arguably provide testimony relevant to the venue issues. However, the UOP defendants argued that the other five witnesses have "nothing to offer as it pertains to" the venue issues, and, thus, they "would not agree to make [those five witnesses] available prior to a ruling on the motion[] to dismiss." The UOP defendants indicated that they would reconsider that position if SLI could "articulate a reason to conduct [those five] deposition[s] that is reasonably related to the venue challenges," but there is no indication that SLI attempted to provide such an explanation.

The UOP defendants also objected to "the ambiguous submission of a report at a future date 'following the conclusion of these depositions.'" According to the UOP defendants, that was not the circuit court's "'intent that [was] expressed from the bench,'" and they proposed the following language that, they said, would be consistent with the court's intent:

"The case is re-set for a hearing on the defendants' pending motion[] to dismiss on March __, 2026. The parties shall make all good faith efforts to complete the above discovery/depositions prior to that date. The court will take the motion[] to dismiss under submission and rule thereon following the March __, 2026, hearing, regardless of whether these discovery activities/depositions have been completed at the time of the hearing."

However, according to the UOP defendants, SLI "indicated [it] would submit the proposed order ... without accepting any of the ... proposed changes." The UOP defendants also submitted a proposed discovery order to the circuit court, which was consistent with the revisions they had recommended to SLI's proposed order.

On January 6, 2026, the UOP defendants filed a brief in support of their motion to dismiss and their second motion for a protective order. In that brief, the UOP defendants continued to argue that discovery should be limited to the venue issues until such time as the circuit court ruled on their motion to dismiss, and they argued that the court should "set a

firm March hearing date in order to more expeditiously address these threshold [issues] which have been pending for nearly six months." Doing so, they argued, would "more accurately align with applicable Alabama law."

Approximately 30 minutes after the UOP defendants filed that brief, the circuit court issued the January discovery order, which is a verbatim copy of SLI's proposed order. The January discovery order provides, in relevant part, that the parties are to "[c]omplete the responses to the interrogatories and requests for production" and are to conduct the depositions of the seven witnesses identified by SLI. That order also states that the UOP defendants' motion to dismiss "REMAINS PENDING" and that, "[f]ollowing the conclusion of these depositions, the parties shall submit a report to the court regarding the court's need to set a hearing for the pending motion[] to dismiss." (Capitalization in original.)

On February 17, 2026, the UOP defendants filed a petition for a writ of mandamus, asking this Court to direct the circuit court to (1) promptly rule on their motion to dismiss the complaint and (2) vacate the January discovery order. The UOP defendants also filed a motion to stay

the circuit-court proceedings, and this Court granted that motion on April 7, 2026.

Standard of Review

""Mandamus is a drastic and extraordinary writ, to be issued only where there is (1) a clear legal right in the petitioner to the order sought; (2) an imperative duty upon the respondent to perform, accompanied by a refusal to do so; (3) the lack of another adequate remedy; and (4) properly invoked jurisdiction of the court." Ex parte Integon Corp., 672 So. 2d 497, 499 (Ala. 1995)."

Ex parte Southeast Alabama Timber Harvesting, LLC, 94 So. 3d 371, 373 (Ala. 2012) (citations omitted). A writ of mandamus will lie to compel a trial court to exercise its discretion but generally will not lie to compel the exercise of that discretion in a particular manner. Ex parte Seaman Timber Co., 850 So. 2d 246, 256 (Ala. 2002).

Analysis

The UOP defendants seek a writ of mandamus directing the circuit court (1) "to promptly rule on [their] motion to dismiss" and (2) "to vacate [the January discovery] order compelling merits discovery and denying [their] motion for protective order." Petition, pp. 22, 27. Before addressing those arguments, however, we must first address the plaintiffs' argument that this Court has no jurisdiction over the UOP

defendants' petition because, according to the plaintiffs, the petition is untimely.

I. The Timeliness of the UOP Defendants' Petition

It is well settled that "the presumptively reasonable time for filing a petition for a writ of mandamus shall be the same time as that for taking an appeal, which, in a civil case, is usually 42 days." Ex parte State Farm Mut. Auto Ins. Co., 893 So. 2d 1111, 1113 (Ala. 2004). In this case, the UOP defendants seek relief from the January discovery order, which the circuit court issued on January 6, 2026, and they filed their petition for a writ of mandamus on February 17, 2026 -- 42 days after the circuit court issued that order. Thus, the UOP defendants filed their petition within the presumptively reasonable time.

The plaintiffs argue, though, that the UOP defendants should have filed their petition within 42 days of the circuit court's September 25, 2025, order, which denied the UOP defendants' first motion for a protective order. In support of that argument, the plaintiffs cite Ex parte Gentiva Health Services, Inc., 8 So. 3d 943, 948 (Ala. 2008), in which this Court stated that "[t]he presumptively reasonable time for filing a petition for writ of mandamus in a case in which a motion for a protective

order has been filed begins to run on the date the trial court denies the motion."³

However, after the circuit court denied the UOP defendants' first motion for a protective order, they filed a second motion for a protective order more than four months later, and it is the denial of the second motion, i.e., the January discovery order, that they challenge in their petition to this Court. We also note that the second motion was not merely a request for the circuit court to reconsider its denial of the first motion. Rather, the UOP defendants filed the second motion after providing the plaintiffs with supplemental discovery, which, according to them, had given the plaintiffs "sufficient information ... to fully evaluate and respond to the [UOP] defendants' venue challenges" -- an argument they had not raised in the first motion. In other words, at the time the UOP defendants filed their second motion for a protective order, the circumstances of the case had changed. Thus, although nothing prevented the UOP defendants from seeking mandamus relief directed

³The plaintiffs also suggest that the UOP defendants should have filed their petition within 42 days of the circuit court's August 12, 2025, order, but that order did not deny the UOP defendants' motion for a protective order; it merely denied their motion to stay discovery and ordered the issuance of SLI's nonparty subpoenas.

at the denial of their first motion for a protective order, the fact that they chose not to do so does not prohibit them from seeking mandamus relief directed at the denial of their second motion for a protective order. Cf. Ex parte Profit Boost Mktg., Inc., 254 So. 3d 862, 868 (Ala. 2017) (holding that a petition for a writ of mandamus was timely, even though it had not been filed within 42 days of the denial of the petitioner's first motion to dismiss, because it had been filed within 42 days of the denial of the petitioner's second motion to dismiss, which was more than "a mere request for reconsideration of the trial court's original denial").

II. The Merits of the UOP Defendants' Petition

The UOP defendants argue that the circuit court "should be directed to promptly rule on [their] motion to dismiss challenging venue" and "should be directed to vacate [the January discovery] order compelling merits discovery and denying [their] motion for protective order." Petition, pp. 22, 27. In support of their argument, the UOP defendants rely on this Court's decisions in Ex parte International Paper Co., 263 So. 3d 1035 (Ala. 2018), and Ex parte Nationwide Agribusiness Insurance Co., 276 So. 3d 674, 678 (Ala. 2018), which, they say, involved

circumstances that were "virtually identical" to the circumstances of this case. Petition, p. 23.

In International Paper, several defendants, collectively referred to as "IPC," filed a motion to dismiss the complaint that had been filed against them, which alleged that they had breached their contract with the plaintiff. In support of that motion, IPC relied on a forum-selection clause in the contract, which provided that Tennessee courts had exclusive jurisdiction over any disputes related to the contract. Without having ruled on that motion, the trial court set a discovery deadline of February 28, 2018, and scheduled the trial for May 21, 2018. Well in advance of the discovery deadline, IPC filed a motion to delay the trial "pending a ruling on IPC's motion to dismiss." 263 So. 3d at 1037. Several weeks before the discovery deadline, the trial court denied the motion to continue and stated that it would "'continue to take the [m]otion to [d]ismiss under advisement.'" Id. IPC then sought mandamus relief, asking this Court "to direct the [trial] court to rule on its motion to dismiss." Id. In support of its petition, IPC argued, as the UOP defendants argue here, that it should not be required to participate in the litigation process until its venue challenge had been resolved. This

Court agreed with IPC and issued the writ of mandamus, based on the following analysis:

"In the present case, the [trial] court left pending IPC's motion to dismiss asserting improper venue, but ordered that final discovery on the merits was to be completed by February 28, 2018, that all motions for a summary judgment were to be filed by March 26, 2018, and that the trial was to be held on May 21, 2018. IPC argues that venue is a threshold issue, citing Thompson v. Skipper Real Estate Co., 729 So. 2d 287 (Ala. 1999) (noting, in discussion of issue whether defendant had substantially invoked the litigation process, that a defendant has a right to determine venue before asserting a demand for arbitration), and Ex parte Windom, 776 So. 2d 799 (Ala. 2000) (holding that venue is a threshold matter that must be raised at the beginning of litigation and that a trial court should rule on a motion for a change of venue as expeditiously as possible). ... IPC argues that requiring it to participate in the litigation process while failing to rule on the motion to dismiss requires that it either waive the right to conduct discovery and to formulate an adequate defense or waive the right to enforce the outbound forum-selection clause, based on Ex parte Spencer, 111 So. 3d 713 (Ala. 2012) (holding that a party may waive a forum-selection clause by substantially invoking the litigation process).

"....

"In Professional Insurance Corp. v. Sutherland, 700 So. 2d 347, 351 (Ala. 1997), this Court adopted the majority rule, by which an 'outbound' forum-selection clause is upheld unless the party challenging the clause clearly establishes that it would be unfair or unreasonable under the circumstances to hold the parties to their bargain. 700 So. 2d at 351. The party challenging the clause can meet its burden by clearly establishing either '(1) that enforcement of the forum selection clause would be unfair on the basis that the

contract was affected by fraud, undue influence, or overweening bargaining power or (2) that enforcement would be unreasonable on the basis that the chosen ... forum would be seriously inconvenient for the trial of the action.' 700 So. 2d at 352. 'Because "[i]t is a difficult burden to defeat a forum selection clause[,]" Smith v. Professional Claims, Inc., 19 F. Supp. 2d 1276, 1282 (M.D. Ala. 1998), such clauses will usually be enforced.' Ex parte CTB, Inc., 782 So. 2d 188, 191 (Ala. 2000).

"Here, the [trial] court exceeded its discretion by failing to rule on, and instead 'taking under advisement,' the motion to dismiss the ... complaint based on improper venue while allowing discovery on the merits to proceed and setting deadlines for summary-judgment motions and setting the trial date. Therefore, we issue the writ and direct the [trial] court to issue an order addressing the merits of IPC's motion to dismiss based on improper venue. We express no opinion as to whether IPC's motion should or should not be granted; '[w]hile the writ [of mandamus] will issue to compel the exercise of discretion by a circuit judge, it will not issue to compel the exercise of discretion in a particular manner.' [Ex parte Ford Motor Credit [Co.], 607 So. 2d [169,] 170 [(Ala. 1992)]."

263 So. 3d at 1040-41 (emphasis added).

In Nationwide Agribusiness, the defendants filed a motion to change venue in July 2018, and the trial court issued an order setting the motion for a hearing on October 26, 2018, which was 18 days before the trial was scheduled to begin. The defendants filed a motion to reconsider that order, arguing that "the delay in hearing their motion would effectively require them to complete discovery," as well as engage in other

aspects of the litigation process, "all before their change-of-venue motion was heard." 276 So. 3d at 677. The trial court refused to change the date for the hearing, and the defendants then sought mandamus relief, asking this Court to order the trial court "to promptly rule on their pending motion for a change of venue." Id. Relying on International Paper, this Court issued the writ of mandamus and, in support of decision, stated:

"In this case, by deferring its ruling on venue until the pretrial hearing, the trial court effectively required that [the defendants] complete discovery, prepare dispositive and other pretrial motions, mediate the case, and prepare for trial before it would resolve the venue question. Under these facts, our analysis in International Paper controls. Venue is a threshold matter, and, 'as a general rule, a trial court should rule on a motion alleging improper venue as expeditiously as possible.' Ex parte Windom, 776 So. 2d 799, 803 (Ala. 2000). Therefore, a trial court should, generally, not wait until the pretrial hearing to consider a motion for a change of venue. Accordingly, we issue the writ and direct the trial court to rule on [the defendants'] motion for a change of venue as soon as practicable. See Ex parte Monsanto Co., 794 So. 2d 350, 356 (Ala. 2001) (directing the trial court to dispose of the motion for a change of venue as the first order of business)."

Id. at 678 (footnote omitted).

We agree with the UOP defendants' argument that this case is controlled by International Paper and Nationwide Agribusiness. As those cases point out, venue is a threshold matter that should be resolved early in the litigation process and, in any event, as soon as practicable.

In this case, however, the UOP defendants' motion to dismiss had been pending for almost six months when the circuit court issued the January discovery order, and the court has ruled that the motion shall "remain[] pending" while the UOP defendants provide the plaintiffs with extensive discovery that reaches beyond the venue issues to the merits of the case. (Capitalization omitted.) Indeed, the plaintiffs do not contend that the January discovery order, which includes seven depositions, is limited to the venue issues; in fact, they argue that the circuit court was not required to limit discovery to the venue issues before ruling on the UOP defendants' motion to dismiss, which essentially serves as an admission that the required discovery extends beyond those issues. Plus, the January discovery order requires the UOP defendants to provide complete responses to SLI's interrogatories and requests for production, and those interrogatories, which are attached as an exhibit to SLI's answer to this petition, clearly seek information that extends beyond the venue issues. Thus, in short, the circuit court has indefinitely stayed a ruling on the UOP defendants' motion to dismiss until the parties complete time-consuming discovery on the merits, with any future

hearing on that motion being dependent on the plaintiffs' willingness to agree that the time for ruling on the motion has arrived.⁴

The plaintiffs make a brief attempt to distinguish International Paper and Nationwide Agribusiness by arguing that, in those cases, the trial court had set either a discovery deadline or a trial date, or both, which is not the case here. However, nothing in those opinions indicates that the setting of a discovery deadline or a trial date was a determinative fact. Rather, the point that this Court made in each of those opinions was that the defendants had challenged venue, yet the trial court had ordered them to participate in the litigation process by providing discovery on the merits of the case while their venue challenge remained pending. That is precisely what has occurred here. Thus, we are unpersuaded by the plaintiffs' attempt to distinguish International Paper and Nationwide Agribusiness, and, in accord with those cases, we hold

⁴The plaintiffs argue that, "contrary to the UOP defendants' arguments," the circuit court did not "give the plaintiffs unilateral control over" when the hearing on the motion to dismiss would occur. SLI's answer, p. 37 (adopted by Richland). That much is true, but the circuit court certainly gave the plaintiffs some control over when that hearing will occur because the court stated that it will not hold a hearing on the motion until the parties submit a report following the completion of certain discovery.

that the circuit court "exceeded its discretion by failing to rule on ... the motion to dismiss the ... complaint based on improper venue while allowing discovery on the merits to proceed." International Paper, 263 So. 3d at 1041. We therefore issue the writ of mandamus and direct the circuit court to vacate the January discovery order and to rule on the UOP defendants' motion to dismiss "as expeditiously as possible." Id. at 1040.

In holding that the circuit court must vacate the January discovery order, we do not suggest that all discovery must be prohibited until such time as the court rules on the UOP defendants' motion to dismiss. In Ex parte Windom, 776 So. 2d 799 (Ala. 2000), the trial court issued an order directing the parties to complete all discovery and stating that it would schedule a hearing on the defendant's motion to transfer the action after discovery was complete. On the defendant's petition for a writ of mandamus, this Court ordered the trial court to vacate its discovery order and explained that "[t]he trial court, pending its ruling on the [defendant's] motion to transfer, should limit discovery to the venue issue." 776 So. 2d at 804. See also Ex parte Continental Roofing Co., [Ms. SC-2025-0613, Feb. 27, 2026] ___ So. 3d ___, ___ n.4 (Ala. 2026)

("Parties are entitled to conduct discovery related to the issue of venue."). Thus, the circuit court may order the UOP defendants to provide the plaintiffs with any discovery that is relevant to the venue issues, assuming any such discovery remains outstanding. If the parties cannot agree as to whether certain discovery is relevant to the venue issues, the circuit court is capable of resolving any such disputes. See New York Times Co. v. Spears, [Ms. SC-2025-0370, Apr. 10, 2026] ___ So. 3d ___, ___ (Ala. 2026) (noting that "trial courts are fully capable of resolving" discovery disputes).

The plaintiffs correctly note that, in Windom, this Court stated that "a blanket rule limiting discovery to the issue of venue, once a motion to transfer has been filed, is not generally desirable," and the Court clarified that it was "not hold[ing] that trial judges must limit discovery to the venue issue in every case in which a transfer motion is pending." 776 So. 2d at 804. However, although there is no blanket rule to that effect, International Paper and Nationwide Agribusiness, which are more recent cases, indicate that the general rule is to prohibit discovery on the merits until such time as a trial court rules on a venue challenge. See also Ex parte Newmeyer, [Ms. CL-2026-0549, July 24, 2026] ___ So. 3d

____, ____ (Ala. Civ. App. 2026) (citing International Paper and Nationwide Agribusiness for the principle that "parties should not be expected to participate in ... discovery ... before the issue of venue is resolved"). The plaintiffs have not presented this Court with any compelling reason why discovery in this case should not likewise be limited to the venue issues until such time as the circuit court rules on the UOP defendants' motion to dismiss.

Finally, we note that the plaintiffs use the bulk of their answers to the petition to raise arguments that are directed at the enforceability and applicability of the forum-selection clause. For example, they argue that the 2013 contract is not the only contract that the UOP defendants have allegedly breached and that those other contracts do not contain forum-selection clauses; that the forum-selection clause is not as broad as the UOP defendants suggest and "will not extend to all the claims outlined in the complaint," SLI's answer, p. 32 (adopted by Richland); that enforcing the forum-selection clause will result in "claim-splitting," id., i.e., "certain contract-related claims spun off to a New York forum, while other ... claims ... would remain in ... Monroe County," id., p. 34; that splitting the claims in this manner will unduly prejudice the plaintiffs by

unnecessarily increasing their litigation expenses; and that the UOP defendants have waived enforcement of the forum-selection clause.

The problem with these arguments is that they challenge the merits of the UOP defendants' motion to dismiss; indeed, the plaintiffs have copied these arguments essentially verbatim from their response to that motion. However, the issue before this Court is not whether the UOP defendants are entitled to have their motion to dismiss granted but, instead, is merely whether they are entitled to an expeditious ruling on their motion without having to first provide discovery on the merits of the case. See International Paper, 263 So. 3d at 1037 ("IPC is not asking this Court to issue a ruling on venue. Instead, IPC seeks a writ compelling the circuit court to rule on its pending motion to dismiss for improper venue."). Thus, even if there is merit to these arguments -- and we offer no opinion on that issue -- they do not provide a basis for denying the UOP defendants' petition for a writ of mandamus.

Conclusion

The UOP defendants have a clear legal right to a prompt ruling on their motion to dismiss, which challenges venue, before being required to provide discovery on the merits of the case. We therefore grant their

petition and issue a writ of mandamus directing the circuit court to vacate the January discovery order and to rule on the UOP defendants' motion to dismiss "as expeditiously as possible." International Paper, 263 So. 3d at 1040. Any discovery that the circuit court orders before ruling on that motion must be limited to the venue issues raised in that motion.

PETITION GRANTED; WRIT ISSUED.

Wise, Bryan, Sellers, Cook, and Parker, JJ., concur.

Mendheim, J., dissents, with opinion, which Stewart, C.J., joins.

Shaw, J., recuses himself.

MENDHEIM, Justice (dissenting).

Because I cannot conclude, based on the arguments and limited materials before us, that the circuit court has "refused" to perform any "imperative duty," Ex parte Integon Corp., 672 So. 2d 497, 499 (Ala. 1995); that UOP, LLC ("UOP"), Honeywell International, Inc. ("Honeywell"), and Mark Smith have demonstrated "a clear legal right" to any order in that regard, id.; or that they timely filed their petition for a writ of mandamus, I respectfully dissent.

Accepting the allegations of the complaint as true, the present case does not involve only claims based on the October 2013 "Transportation, Disposal and Recycling Agreement" between Honeywell and Southern Logistics, Inc. ("SLI"), which contains an outbound forum-selection clause applicable to the "disputes, controversies, or differences arising out of [that] Agreement." Nevertheless, UOP, which is apparently owned by Honeywell, Honeywell, and Smith, an Alabama resident and employee of "UOP/Honeywell," after their significant delay in providing discovery responses to SLI and Richland Resources, LLC ("RRL"), petition this Court for a writ of mandamus directing the Monroe Circuit Court "to (1) promptly issue an order addressing the merits of their motion to dismiss

based on [the] outbound forum-selection clause and improper venue, and (2) vacate those portions of its January 6, 2026 order compelling [what they characterize as] broad merits discovery and denying [their] motion for protective order." Petition at 7. Contrary to that characterization, after a hearing in December 2025, UOP's counsel indicated in a letter that the circuit court had stated that its order would be "ordering the parties to conduct depositions which need to be taken in order for the Plaintiffs to adequately respond to the motions [to dismiss] prior to a hearing to be set in March [2026]," not authorizing "broad merits discovery." Based on the materials and arguments before us, I cannot conclude that the January 6, 2026, order at issue reflects anything other than the circuit court's stated intent or that the circuit court has ordered anything regarding discovery that is not otherwise within its discretion.

The petition for the writ of mandamus is based on the January 2026 order compelling UOP, Honeywell, and Smith to respond to certain discovery requests and denying their third attempt to obtain a protective order and a stay of any discovery that they consider to be merits-based. Importantly, their first motion to stay and for a protective order, which was filed on July 15, 2025, had argued that

"the UOP Defendants have filed a Motion to Dismiss all of Plaintiffs' claims on multiple grounds, but the most indisputable reason for dismissal (and to stay discovery issued through this Court) is the enforcement of the parties' bargained for forum selection clause which calls for 'any dispute, controversies or differences arising out of' the contracts to be brought in New York, New York, including all associated tort claims. [See Generally UOP Defendants' Motion to Dismiss, pp. 6-16]. As there is no basis for this case to be filed in Monroe County, the Plaintiffs should not be permitted to use the authority of this Court to conduct merit-based discovery until such time as the issues outlined in the UOP Defendants' Motion to Dismiss are resolved."

That motion for a protective order was denied by an order entered by the circuit court on August 12, 2025, which also stated that "[d]efendants' Motion to Stay discovery is DENIED." (Capitalization in original.) UOP, Honeywell, and Smith sought no mandamus relief as to the August 2025 order.

UOP, Honeywell, and Smith also filed a separate motion on July 29, 2025, with extensive argument, requesting the entry of "a protective order limiting discovery solely to issues directly impacting the venue issue raised" by them and Environmental Business Solutions, LLC ("EBS"), in their respective motions to dismiss until the court issued a ruling on those motions; they asserted that "this Honorable Court should grant the UOP Defendants' motion and enter the proposed protective

order filed herewith, limiting discovery only to matters which clearly and directly impact the pending motions challenging the Plaintiffs' allegations that Monroe County Circuit Court is a proper venue for this action." Further, UOP, Honeywell, and Smith filed a motion to vacate the August 2025 order, arguing that "ordering merit-based discovery while a venue challenge remains pending constitutes reversible error under Alabama law." Following a hearing in September 2025, those motions were denied by an order entered by the circuit court on September 25, 2025. UOP, Honeywell, and Smith sought no mandamus relief as to the September 2025 order.

The petition for the writ of mandamus relates to yet a third attempt to obtain a protective order and a stay of discovery, after months of unexplained delay by UOP, Honeywell, and Smith before their December 2025 filing of supplemental responses to interrogatories and requests for production.⁵ But UOP, Honeywell, and Smith do not establish that the

⁵UOP, Honeywell, and Smith provided SLI and RRL with incomplete discovery responses in July 2025. The motion to dismiss filed by UOP, Honeywell, and Smith was set for a hearing to be held on October 3, 2025; certain other motions were the subject of a hearing on September 3, 2025. On September 24, 2025, SLI and RRL filed a motion to continue the hearing scheduled for October 3, 2025, which stated:

December 2025 supplemental responses provided information that is any more meaningful than their incomplete discovery responses in July 2025, which they have not provided to this Court and which were the basis for SLI's and RRL's attempts to obtain additional discovery in relation to the motion to dismiss.

"As grounds for this motion, Plaintiffs submit that at the September 3, 2025, hearing on numerous pending motions, the Court ordered that Plaintiffs will be allowed to conduct discovery. Also at that hearing, the Court noted that the October 3, 2025, hearing would likely need to be rescheduled to allow sufficient time for the parties' discovery proceedings to conclude.

"Counsel for Plaintiff [SLI] has conferred with counsel for the UOP Defendants and Defendant EBS, all of whom confirmed the Defendants would not be filing an opposition to this Motion to Continue. In addition, counsel for the UOP Defendants represented to SLI's counsel that they will be serving supplemental discovery responses in the near future. Plaintiffs will need time to analyze those responses and determine what additional discovery they will need to conduct prior to the hearing of the motions currently set for hearing on October 3, 2025."

On September 25, 2025, the circuit court entered an order granting the motion to continue. The hearing was reset for December 2025. UOP, Honeywell, and Smith filed their still incomplete supplemental discovery responses on December 10, 2025, concurrent with the filing of their third motion for a protective order, a few days before the rescheduled hearing on their motion to dismiss.

Also, the motion to dismiss filed by UOP, Honeywell, and Smith has not been denied, either actually or as a practical matter, and the circuit court has not unduly delayed its ruling on that motion. See Ex parte Nationwide Agribusiness Ins. Co., 276 So. 3d 674, 678 (Ala. 2018) ("[B]y deferring its ruling on venue until the pretrial hearing, the trial court effectively required that Nationwide and Hartford complete discovery, prepare dispositive and other pretrial motions, mediate the case, and prepare for trial before it would resolve the venue question."); Ex parte International Paper Co., 263 So. 3d 1035, 1041 (Ala. 2018) ("Here, the circuit court exceeded its discretion by failing to rule on, and instead 'taking under advisement,' the motion to dismiss the third-party complaint based on improper venue while allowing discovery on the merits to proceed and setting deadlines for summary-judgment motions and setting the trial date. Therefore, we issue the writ and direct the circuit court to issue an order addressing the merits of IPC's motion to dismiss based on improper venue."); see also Ex parte Nationwide, 276 So. 3d at 680 (Mendheim, J., dissenting, joined by Shaw. J.) (noting that the trial court had indicated its intention to rule on the motion and that this Court was, in, "practical effect," "ordering the trial court to do what

it was attempting to do before we stayed it from acting"). Instead, UOP, Honeywell, and Smith unduly delayed in seeking mandamus relief, assuming they were entitled to such, until after their delay in making marginal additional discovery submissions to SLI and RRL following the denial of their two previous requests for a stay and a protective order. See Rule 21(a)(3), Ala. R. App. P.; see also Ex parte Jones, 147 So. 3d 415 (Ala. 2013); id. at 421 (Shaw, J., concurring in the result) ("[T]he second or renewed motion for a summary judgment raised no new significant factual or legal arguments differing from the first motion: it was, for all intents and purposes, the same motion."). And I disagree with the main opinion that "circumstances of the case [have] changed" materially between the second and third requests for a protective order. __ So. 3d at __. The third motion for a protective order filed by UOP, Honeywell, and Smith was filed on December 10, 2025, the same day the limited, and still inadequate, supplemental discovery responses were given to SLI and RRL and before the entry of the January 2026 order that described the limited persons whom the circuit court authorized SLI and RRL to depose

before the hearing on the motion to dismiss filed by UOP, Honeywell, and Smith.⁶

Based on the limited supplemental discovery responses provided by UOP, Honeywell, Smith, and EBS, 6 of the 7 persons who were identified

⁶Following the December 19, 2025, hearing, the circuit court directed counsel for SLI to prepare an order and circulate it. The seven potential deponents were described in a proposed order that SLI provided to UOP, Honeywell, and Smith on December 31, 2025. UOP, Honeywell, and Smith responded by editing and returning the proposed order on January 2, 2026, purportedly "to more accurately reflect the Court's directive during the December 19, 2025, hearing and the current posture of the case," and conceding only to the depositions of Smith and Mike Foster. SLI did not agree with the proposed changes and informed UOP, Honeywell, and Smith on January 5, 2026, which was the deadline for submitting a proposed order, that it would submit the proposed order to the circuit court without changes. The following day, less than 30 minutes before the entry of the January 2026 order, UOP, Honeywell, and Smith filed a "Supplemental Brief" in support of their third motion for a protective order, describing the foregoing and arguing that their proposed order "more accurately align[ed] with applicable Alabama law and the Court's directives from the bench during the December 19, 2025 hearing." Their objection to five of the seven potential deponents (not including Smith and Foster) was that "[t]he proposed order came with no explanation of why any of the depositions were needed" and that SLI and RRL had "not provided the Defendants or this Court with any written explanation for their alleged 'need' to depose any witnesses other than Smith and Foster." According to their assessment of the other five potential deponents, their testimony would have no bearing upon the motion to dismiss. UOP, Honeywell, and Smith also argued that "potential 'claim splitting'" would not warrant any discovery, despite the fact that claim splitting may prevent the enforcement of an outbound forum-selection clause.

as permissible deponents in the January 2026 order were specifically named by EBS among 25 named individuals (and other unnamed "representatives" and "other individuals") who "ha[d] any knowledge regarding the facts and circumstances surrounding the contracts and business relationships described in the Complaint." Three of those six persons were identified as having been involved in communications between UOP, Honeywell, Smith and representatives of EBS concerning the facts and claims at issue, which again involved more than claims regarding breach of the October 2013 agreement between Honeywell and SLI that included the outbound forum-selection clause.⁷ Further, three

⁷In addition to SLI's claim alleging breach of the October 2013 agreement and a civil-conspiracy claim, the complaint included claims alleging intentional interference with SLI's "contracts and business relationships with (a) [RRL] and (b) trucking company GTT, as well as existing business relationships with the papermill facilities involved in the ammonium nitrate water transportation" and a claim alleging breach of a May 2005 agreement between SLI and UOP that did not contain an outbound forum-selection clause. The complaint also included (1) RRL's claim against EBS alleging breach of a covenant, which was part of an agreement other than the 2013 Agreement, "not to disclose [RRL's] confidential information when it communicated with Honeywell, UOP, ... Smith and others to formulate plans to usurp [RRL's] and SLI's established business of transporting ammonium nitrate waste waters from Honeywell and UOP to the pulp and paper facilities" and (2) RRL's claim against Smith and certain fictitiously named defendants alleging intentional interference with RRL's "contracts and/or established business relationships with EBS and SLI, and with the paper mill

of the remaining four deponents listed in the January 2025 order were on the email chain from Smith regarding the termination of SLI's services in August 2024 and the purported status of the October 2013 agreement, which UOP, Honeywell, and Smith claim had terminated in 2018. Those three potential deponents also were identified by UOP, Honeywell, and Smith as being involved, along with Smith, in the decision to terminate UOP's business with SLI.

The motion to dismiss filed by UOP, Honeywell, and Smith raised two venue questions, one regarding the outbound forum-selection clause in the October 2013 agreement and one regarding the proper county in Alabama for venue if the action (or presumably any claims that might not be subject to the outbound forum-selection clause) was not subject to the outbound forum-selection clause. In the January 2026 order, the circuit court authorized limited discovery, and it presumably has been attempting to provide SLI and RRL, which have a "difficult" burden, an adequate opportunity to establish whether the outbound forum-selection clause must be enforced or might be subject to a recognized exception. Ex

facilities involved in the beneficial re-use of ammonium nitrate waste waters."

parte D.M. White Constr. Co., 806 So. 2d 370, 372 (Ala. 2001). Given the nature of the claims and parties at issue, and the not insignificant possibility that some severance of claims could be required -- resulting in the necessity of actions in separate forums -- if the outbound forum-selection clause is to be enforced, some discovery in that regard is warranted for the circuit court to be able to make an informed and just decision.

Limitations on discovery generally are a matter within the discretion of a trial court, and this Court has stated that judges are not required to

"limit discovery to the venue issue in every case in which a transfer motion is pending. We agree that a blanket rule limiting discovery to the issue of venue, once a motion to transfer has been filed, is not generally desirable and that the principle that trial judges may limit discovery to a threshold matter like venue is 'a salutary principle if it is applied sparingly and with real discretion rather than as an absolute rule.'"

Ex parte Windom, 776 So. 2d 799, 804 (Ala. 2000) (quoting 8 Charles Alan Wright, Arthur R. Miller & Richard L. Marcus, Federal Practice and Procedure § 2040 (1994)). As Ex parte Windom indicates, the question whether and the extent to which discovery limitations are required is fact-specific, and where "'the transactions involved are so interrelated

that a limitation to specific matters would frustrate the inquiry or a limitation would lead to wasted effort by requiring two depositions to be taken of the same witness a court is well justified in refusing a limitation.'" Id. (quoting Wright & Miller). And in that regard, I note the following from a January 2, 2026, letter from UOP's counsel to counsel for the other parties:

"The Defendants will agree to make both Smith and [Mike] Foster[, who is the chief executive officer of EBS,] available for their depositions. Defendants will agree to put these witnesses up to be deposed with the understanding these witnesses will not be made available a second time, regardless of the outcome of the Motions to Dismiss, absent some extraordinary, independent showing by the Plaintiffs that critical information/evidence later comes to light that would warrant bringing these witnesses back for subsequent deposition testimony. While we maintain our objections that the substance of their testimony should be limited solely to Smith's residency status and/or the time, place, and manner of meetings and communications between Honeywell/UOP and EBS prior to August 2024, we do not intend to prevent the Plaintiffs from asking (or the witnesses from answering) questions which are otherwise reasonably related to the facts and claims of the lawsuit that may not be directly related to the venue issues."

(Emphasis added.) In assessing the basis for UOP, Honeywell, and Smith's proffered reasons for limiting discovery to the extent they requested, I am inclined to conclude that the circuit court recognized the incongruity in their offering to permit merits-based questioning of Smith

and Foster, two witnesses acceptable to UOP, Honeywell, and Smith, while also denying SLI and RRL any opportunity to have meaningful merits-based discovery for purposes of questioning them and indicating opposition to any second deposition, "regardless of the outcome of the Motions to Dismiss."

The circuit court has held several hearings with the parties' counsel in an attempt to address their discovery disputes and has access to the entire record made thus far in this case. After carefully reviewing the arguments and the limited materials submitted by the parties, it appears to me, as a former trial judge, that the circuit court has been attempting to allow limited discovery for purposes of deciding the venue questions presented in the motion to dismiss filed by UOP, Honeywell, and Smith. The materials before us certainly do not support the conclusion that the circuit court has refused to perform an imperative duty to further limit discovery more than it has. And, in any event, I do not agree with permitting a party to use piecemeal and inadequate discovery responses to form the foundation for repetitive issue presentation in order to seek mandamus relief, particularly under circumstances such as those presented in this case. The petition, in my opinion, is due to be denied.

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Stewart, C.J., concurs.