NOT RECOMMENDED FOR PUBLICATION
File Name: 22a0209n.06

No. 21-5036

**UNITED STATES COURT OF APPEALS**
**FOR THE SIXTH CIRCUIT**

IVE CAHIO; ALEXANDRE REYMONDIS; DELOR GREGORI; ETIENNE OGUIS; MICHELET CYPRIEN; ELIE CISERON; MAZO JOSE; BONEL SELUA; ANISON DOMERIS; JOVIAN MAZO; GERALDO DAVID; REVENU BRUNO; ELIAS FRANZUA; MICOANE LEONALDO; VILAIRE TRELY; CLODI PILIS; AZON ANTOINE; HURGNOT JEAN; MARIE JEROMEIS; VICTOR MANUEL NAVARRO; MICHAEL VENELIS; SONDER YOUNG; ALBERTO CUEBA; ISON JEANIS; YAN CASEIS; JEAN LIMO; ENEC SILIE; SARFAITE THEODORE; BENA DELIS; MESIYE YEDY; REMI BASIE; DOMINIC VALERIO; JUAN CELESTEN; MIGUEL BONNET; CRISILES PORFIRIO; BEINVENIDO ROSARIO; EMILIO FLERINTIN; LUIS SENTELIS; SHILO FILME; VENEL PIERRE; OBESON YAN,

Plaintiffs-Appellants,

v.

DREXEL CHEMICAL COMPANY,

Defendant-Appellee.

**FILED**
May 27, 2022
DEBORAH S. HUNT, Clerk

ON APPEAL FROM THE UNITED STATES DISTRICT COURT FOR THE WESTERN DISTRICT OF TENNESSEE

Before: BATCHELDER, ROGERS, and WHITE, Circuit Judges.

ROGERS, Circuit Judge. This case concerns the alleged harms of pesticides applied by agricultural workers in the Dominican Republic. The plaintiffs allege that, in the course of their work, they have been poisoned by pesticides manufactured by Drexel Chemical Company. The

plaintiffs brought claims under the Alien Tort Statute, the Tennessee Products Liability Act (TPLA), and several Dominican Republic laws. The district court dismissed all of the plaintiffs' claims. The plaintiffs appeal the district court's judgment but, following oral argument, the plaintiffs challenge only the dismissal of their TPLA claims. The plaintiffs' remaining TPLA claims are barred by the statute of limitations because the plaintiffs' factual allegations in the proposed amended complaint do not plausibly establish that the plaintiffs discovered their injuries less than a year before filing the initial complaint.

For the purposes of this appeal, we consider the factual allegations in the plaintiffs' proposed amended complaint because the district court, in denying leave to amend, determined that the proposed amended complaint was futile when it dismissed the plaintiffs' complaint under Federal Rule of Civil Procedure 12(b)(6). The plaintiffs, forty-one Haitian nationals residing in the Dominican Republic, are all agricultural workers who work to cultivate and harvest sugar cane. As sugar cane workers, the plaintiffs were exposed daily to at least one of five pesticides manufactured by Drexel. The plaintiffs allege that each of Drexel's five pesticides contains organophosphates and that these organophosphates cause injuries such as restrictive lung function, hyperexcretion, and vomiting. Although the pesticides had labels, the plaintiffs allege that their employers did not provide them with the actual containers of Drexel's pesticides or the labels on Drexel's containers. The plaintiffs individually outlined their various injuries, and the plaintiffs claim that they have continuously suffered these injuries since they began applying Drexel's pesticides. The plaintiffs allege that, at the time they filed the complaint, they had been employed as sugar-cane workers for anywhere from one to thirty-two years.

The plaintiffs brought this action on February 21, 2018, alleging that Drexel's conduct violated the Tennessee Product Liability Act, the Alien Tort Statute, and the laws of the Dominican

Republic. With regard to the TPLA, the plaintiffs alleged both that the pesticides were defective or unreasonably dangerous and that Drexel failed to warn the plaintiffs of the dangerousness of the pesticides. The district court dismissed the Alien Tort Statute claim, concluding that the plaintiffs had not adequately demonstrated the existence of a right to health under international law. The district court noted that there was a potential conflicts-of-law issue between the claims raised under Dominican and Tennessee law. As a result, the court ordered supplemental briefing regarding potential conflicts between Tennessee and Dominican law. The court received briefing and held oral argument on the choice-of-law issue.

The district court then dismissed the plaintiffs' remaining claims. First, the court looked at the plaintiffs' claims under the TPLA. Relying on a "direct effects" test, the district court concluded that the TPLA applied extraterritorially to the harm that allegedly occurred in the Dominican Republic in this case. The district court then determined that the applicable statute of limitations barred the plaintiffs' TPLA claims. In the alternative, the district court concluded that the plaintiffs had failed to plead sufficient facts to state a claim for relief under the TPLA. The district court also denied the plaintiffs' motion for leave to amend their complaint because the amended complaint failed to cure the deficiencies that the court had identified with the plaintiffs' TPLA claims.

Turning to the Dominican law claims, the district court acknowledged that the plaintiffs had argued that Dominican law should apply to the extent that it conflicted with Tennessee law. The district court did not conduct a choice-of-law analysis, however, because it declined to exercise supplemental jurisdiction over the plaintiffs' claims under Dominican law. The district court reasoned under 28 U.S.C. § 1367(c)(1) that it should decline to exercise jurisdiction over the Dominican law claims because these claims "present novel and complex issues of foreign law."

In addition, the court concluded that "judicial economy, fairness, convenience, and comity" weighed against exercising supplemental jurisdiction over the foreign-law claims. The plaintiffs filed a timely appeal.

The plaintiffs initially appealed the district court's decision as to the Dominican law and TPLA claims. At oral argument, however, the plaintiffs explicitly abandoned their claims under Dominican law. Oral Argument, 8:35–8:56. We therefore do not address the argument in the plaintiffs' brief that the district court erred in declining to exercise supplemental jurisdiction over the plaintiffs' Dominican Law claims. Instead, we consider the plaintiffs' appeal only as to the TPLA claims.

Although we do not adopt all aspects of the district court's opinion, the district court properly dismissed the TPLA claims as barred by the one-year Tennessee statute of limitations. That statute explicitly provides that a product-liability claim accrues at the time of injury. Tenn. Code Ann. § 28-3-104(b)(1). Accepting for purposes of argument that accrual does not occur until a plaintiff has knowledge, or reasonably should have knowledge, that the product in question caused the injury—as the district court appeared to read the law—the plaintiffs' TPLA claims in the proposed amended complaint[1] are barred by the statute of limitations.

Based on the plaintiffs' factual allegations, the plaintiffs knew of, or reasonably should have known of, their injuries from the pesticides more than a year before they filed their initial complaint. The plaintiffs allege that they have been exposed to Drexel's pesticides every day they work, that they have been injured by Drexel's pesticides since "the time of their first exposure and continuously" thereafter, and that the plaintiffs experienced symptoms at the onset of their

[1] As indicated above, we review the factual allegations of the proposed amended complaint on appeal because, in dismissing the plaintiffs' complaint under Rule 12, the district court concluded that the proposed amended complaint was futile.

exposure, with symptoms developing within "minutes to hours depending on the method of exposure." R. 35-3, PageID #491, 494 paras. 99, 110, 112, 113. Because the plaintiffs have all been applying these pesticides for at least a year, the plaintiffs' own factual allegations indicate that they have been aware—or reasonably should have been aware—of their injuries and their causal connection to the application of pesticides for at least a year.

The plaintiffs' allegation that their claims accrued at the earliest, "within six months of the date on which this action was commenced," does not save the plaintiffs' claims because that contention is merely a legal conclusion. The plaintiffs do not plead factual allegations—such as first being injured by pesticides in August 2017—to support the legal conclusion that their claims accrued in August 2017. On the contrary, the plaintiffs' factual allegations that they were exposed to the pesticides every day and were immediately injured by those pesticides directly contradicts any assertion that the plaintiffs were not aware of their injuries or the causal connection to pesticides until August 2017. Legal conclusions that are not supported by factual allegations are "not entitled to the assumption of truth," *Ashcroft v. Iqbal*, 556 U.S. 662, 679 (2009), and the plaintiffs' legal conclusion therefore fails to demonstrate that their claims were filed within the one-year statute of limitations.

The conclusion that the plaintiffs' claims are barred by the statute of limitations is fully supported by Tennessee law, which controls the accrual of the plaintiffs' cause of action. In diversity cases, we apply state law to determine the relevant statute of limitations as well as the accompanying discovery rule. *See Imes v. Touma*, 784 F.2d 756, 758 (6th Cir. 1986). Cases such as *Ruff v. Runyon*, 258 F.3d 498, 500 (6th Cir. 2001), which applied a federal law for when a cause of action accrues, are not applicable because they concern a federal statutory claim, not a state-law claim. *Id.*

Under Tennessee law, the tort "discovery rule" prevents a cause of action from accruing only until the "injury occurs or is discovered, or when in the exercise of reasonable care and diligence, it should have been discovered." *Schultz v. Davis*, 495 F.3d 289, 292 (6th Cir. 2007) (quoting *Potts v. Celotex Corp.*, 796 S.W.2d 678, 680 (Tenn. 1990)). "[T]he statute is tolled only during the period when the plaintiff had no knowledge at all that the wrong had occurred and, as a reasonable person, was not put on inquiry." *Id.* (quoting *Potts*, 796 S.W.2d at 680–81).

The plaintiffs argue that, under Tennessee's discovery rule, a cause of action for personal injury does not accrue until the plaintiff knows, or reasonably should know, the identity of the tortfeasor. If that were the standard, plaintiffs might have a fair argument that the plaintiffs' allegations were sufficient to meet Tennessee's discovery rule. But that is not the standard, at least for product liability cases.

We held as much in *IFC Nonwovens, Inc. v. Owens-Corning Fiberglass Corp.*, 1 F.3d 1241, 1993 WL 272445, at *3 (6th Cir. 1993) (table). There, a defendant's allegedly defective insulation accelerated a fire that destroyed a building. *Id.* at *1. The plaintiffs argued that the statute of limitations should be tolled because the plaintiffs did not know the identity of the manufacturer of the insulation that had accelerated the fire. *Id.* at *2. Relying primarily on a case from the Tennessee Court of Appeals, we rejected that argument and concluded that the statute of limitations begins to run in products-liability actions once the plaintiff knew or should have known of the "causal relationship between the products he worked with and his [injury]." *Id.* at *3 (quoting *Webber v. Union Carbide Corp.*, 653 S.W.2d 409, 411 (Tenn. App. 1983)). As a result, the plaintiffs' cause of action accrued when they became "aware of the causal connection between the insulation and their loss," and it was "immaterial that the plaintiffs had not yet identified the defendant as the party who allegedly wronged them." *Id.* at *3–4; *see also Webber*, 653 S.W.2d

at 412; *Gibson v. Lockwood Prod. Div. of J.L. Underwood*, 724 S.W.2d 756, 758–59 (Tenn. Ct. App. 1986); *Haynes v. Locks*, 711 F. Supp. 901, 902–03 (E.D. Tenn. 1989) (applying *Webber*).

Tennessee statutory language specifically addressing products-liability claims provides support for this holding. In addition to setting a one-year statute of limitations for personal injury actions, Tennessee Code Annotated § 28-3-104 also states that causes of action for products-liability cases "shall accrue on the date of the personal injury, not the date of the negligence or the sale of a product." Tenn. Code Ann. § 28-3-104(b)(1). This language protects plaintiffs by ensuring that they are not barred from bringing an action by failing to investigate and identify a defect in a product before the product has caused harm. In doing so, the statutory language focuses the accrual determination on the plaintiff's injury, not the identity of the tortfeasor. While Tennessee applies a discovery rule to accrual in personal-injury cases, the statutory tying of accrual to injury in products-liability cases implies that discovery should relate to such injury, and not to the identity of the tortfeasor. This makes sense, moreover, because products-liability claims focus on the nature of the product whereas other personal-injury cases focus on the duty of the tortfeasor. Thus, the holding of *IFC Nonwovens*—that with respect to the accrual of a products-liability claim it is "immaterial that the plaintiffs had not yet identified the defendant as the party who allegedly wronged them," 1 F.3d at *3—is consistent with the statutory language that determines the accrual of products-liability actions.

Federal district courts in Tennessee have consistently followed the discovery rule applied in *Schultz* and *IFC Nonwovens* to Tennessee products-liability actions. In *Ruge v. Bailey Co., Inc.*, the district court concluded that the products-liability claim accrued once the plaintiff knew that the product—a forklift—had caused the plaintiff's injury. No. 3-13-448, 2015 WL 4042201, at *3 (M.D. Tenn. July 1, 2015). In *Willis v. Wal-Mart Stores, Inc.*, the district court concluded that the

statute of limitations began to run once the plaintiffs knew that a tree stand caused their injury, not when the plaintiffs "correctly identified the manufacturer of the product." 819 F. Supp. 2d 700, 704 (M.D. Tenn. 2011).

To be sure, two Tennessee Supreme Court cases relied upon by the plaintiffs can be read to say that accrual of a personal-injury claim does not occur until plaintiff knows or reasonably should have known the identity of the tortfeasor. On a closer reading, neither case so holds, and moreover neither case is a products-liability case. In the first, *Foster v. Harris*, 633 S.W.2d 304 (Tenn. 1982), the plaintiff contracted a blood disease and, despite his best efforts, was able to discover the source of his disease only after his dentist revealed that it was the dentist himself who had infected the plaintiff by accidentally cutting his own finger and the plaintiff's mouth simultaneously. *Id.* at 304. Because the source of the plaintiff's injury was not apparent at the time of his injury, the court tolled the statute of limitations until the plaintiff "discovered, or reasonably should have discovered . . . the identity of the defendant who breached the duty." *Id.* at 305. In *Foster* though, the discovery that there was any negligence at all was *simultaneous* with the discovery of the identity of the tortfeasor and, despite the court's broad language, the opinion's facts do not support the holding that knowledge of negligence was insufficient for accrual until a later knowledge of the tortfeasor's identity—a situation that did not occur in that case. Indeed, the court stated that the issues it was deciding were:

> First, was the injury discovered upon diagnosis of the disease or upon discovery that the source of the disease was a negligent act and, second, assuming that discovery of the injury occurred in January 1976, did the statute of limitations begin to run when *neither* the existence of nor the identity of a tort feasor was known to plaintiff?

*Id.* at 304–05 (emphasis added). The court concluded that "[the] answer to the first question is that the discovery that the source of the disease was a negligent act triggers the statute of

limitations. In our opinion the second question requires a negative answer." *Id.* at 305. In short, the actual holding of *Foster* did not extend to a situation not before it—a situation where the plaintiff had knowledge of the negligence but not the identity of the tortfeasor. Even if we extended the holding of *Foster* to the TPLA claims in this case, accrual would be tied to knowledge of the tortious nature of the injury, which by analogy in a products-liability case would be knowledge that a product caused the injury.

The second Tennessee Supreme Court case primarily relied upon by the plaintiffs to support their expansive version of the Tennessee discovery rule is *Redwing v. Cath. Bishop for Diocese of Memphis*, 363 S.W.3d 436 (Tenn. 2012), also not a products-liability case. In *Redwing*, clergy members sexually abused the plaintiffs when they were minors, and the defendant diocese allegedly concealed its knowledge of the abuser's conduct. *Id.* at 442–43. The court stated generally that the discovery rule had been "refined" to "make clear that it included not only the discovery of the injury but also the discovery of the source of the injury." *Id.* at 458. The plaintiffs here read the phrase "source of the injury" to mean "identity of the tortfeasor," but a close reading of *Redwing* and the cases it discussed does not support that understanding.[2] The *Redwing* court relied on four cases in support of its broad statement: *Foster; Sherill v. Souder*, 325 S.W.3d 584, 595 (Tenn. 2010); *John Kohl & Co. P.C. v. Dearborn & Ewing*, 977 S.W.2d 528, 532 (Tenn. 1998); and *Wyatt v. A-Best, CO.*, 910 S.W.2d 851, 855 (Tenn. 1995). *Id.* at 458–59, 462. *Foster*

[2] The *Redwing* court's discussion relating to the identity of the tortfeasor as a requirement for accrual was not necessary to the decision in that case, in light of the court's holding that Redwing *had* inquiry notice of his injury and his claim. *Redwing*, 363 S.W.3d at 464. The claim thus accrued regardless of whether reasonable knowledge of the tortfeasor's identity was required for accrual. The only reason for reversing the application of the statute of limitations in that case (as the Tennessee Supreme Court did) was the possibility of tolling on the distinct ground of fraudulent concealment. *Id.* at 467. Because the plaintiffs in *Redwing* had plausibly alleged fraudulent concealment, the court concluded that the statute of limitations might be tolled and remanded the case for further discovery of the relevant facts. *Id.*

is distinguishable for the reasons discussed above. *Sherill*, a medical malpractice case, and *John Kohl*, a legal malpractice case, both, like *Foster*, involved factual circumstances where discovery of the tortfeasor's identity came with discovery of the wrongful conduct. *Sherill* concluded that the plaintiff's discovery that her medication was the likely cause of her neurological condition was "sufficient to place a reasonable person on notice" that the doctor's over-prescription had caused her condition. 325 S.W.3d at 598. *John Kohl & Co.* concluded that the plaintiffs' claim accrued when they became "aware of facts sufficient to put them on notice that an injury [an IRS investigation] had been sustained as a result of [their tax attorney's] advice." 977 S.W.2d at 533.

Only one of these four cases, *Wyatt*, was a products-liability case. That case does not require knowledge of the identity of the tortfeasor to trigger accrual. There, the Tennessee Supreme Court concluded that the statute of limitations began to run after the reasonable discovery of the "cause and origin" of the plaintiffs' injuries. *Wyatt*, 910 S.W.2d at 855. The court determined that the plaintiffs did not know the cause and origin of their injuries until they reasonably discovered that their injuries were the result of the asbestos-related disease, asbestosis. *Id.* at 856–57. In reaching this conclusion, the Tennessee Supreme Court did not require the plaintiff to also reasonably have discovered the identity of the manufacturer of the asbestos that caused the disease before the statute of limitations commenced. *Id.* Thus *Wyatt*, too, involves the application of a rule that the plaintiff must know the source of his injury, not that he must know the identity of the tortfeasor. The cases relied upon by *Redwing* therefore do not support the contention that the discovery rule in products-liability cases requires a plaintiff to reasonably discover the identity of the tortfeasor before the cause of action accrues. In short, the Tennessee Supreme Court's use of the phrase "source of the injury" in *Redwing* does not support a conclusion

that reasonable knowledge of a manufacturer's identity is necessary for the accrual of a TPLA claim.

In the alternative, the plaintiffs argue that, even if the claims accrued more than a year before suit, time was tolled under a theory of fraudulent concealment, despite their failure to raise such an argument in the court below, citing *Highsmith v. Chrysler*, 18 F.3d 434, 439–40 (7th Cir. 1994). On the contrary, they may not raise such an independent argument without having raised it below. *Scottsdale Ins. Co. v. Flowers*, 513 F.3d 546, 552 (6th Cir. 2008) (citations omitted). *Highsmith* is non-binding Seventh Circuit precedent and in any event reasoned that a plaintiff may raise new facts on appeal because the 12(b)(6) inquiry at the time asked "whether the plaintiff can prove any set of facts to support his allegation." 18 F.3d at 439 (citing *Conley v. Gibson*, 355 U.S. 41, 45–46 (1957)). The Seventh Circuit relied on reasoning that a plaintiff may attempt to survive a Rule 12(b)(6) motion by adding essential new facts in a brief on appeal, and such a rule "is necessary to give plaintiffs the benefits of the broad [*Conley*] standard for surviving a Rule 12(b)(6) motion." *Id.* at 440 (quotation omitted). The Supreme Court has since narrowed the standard for surviving a Rule 12(b)(6) motion, *see Bell Atl. Corp. v. Twombly*, 550 U.S. 554, 562–63 (2007), and plaintiffs have cited no post-*Twombly* authority suggesting otherwise.

In any event, the plaintiffs' factual allegations fail to show that Drexel affirmatively concealed its identity or the cause of the plaintiffs' injuries. Most of the plaintiffs' allegations concern actions taken by their employers, not Drexel. For example, the plaintiffs contend that their employers lock the pesticides in guarded warehouses and that the employers remove the labels on the pesticides before disposing of the containers, presumably to prevent the plaintiffs from investigating which pesticides they apply. The only purported action taken by Drexel is that Drexel printed its pesticide labels in Spanish. But that fact does not demonstrate that Drexel was

affirmatively taking steps to conceal its identity. Drexel printed its labels in Spanish, which is the dominant language of the Dominican Republic—the country to which Drexel was sending the containers. Drexel's inability to anticipate every language that would be useful for its labels does not amount to an affirmative action to conceal its identity, particularly when the plaintiffs' exhibits demonstrate that the name "Drexel Chemical Company" appears clearly printed on the label and retains its identifying English spelling, even though the labels were printed in Spanish. A plaintiff must establish that the defendant affirmatively concealed its identity or the plaintiffs' injury to rely on fraudulent concealment to toll the statute of limitations. *Redwing*, 363 S.W.3d at 462–63. Since the plaintiffs' have not sufficiently alleged that Drexel removed its own name from its products or otherwise affirmatively took steps to prevent the plaintiffs from discovering that their injuries were caused by the pesticides they were applying, the plaintiffs cannot rely on the fraudulent-concealment doctrine to toll the statute of limitations.

In their reply brief, the plaintiffs argue for the first time that the claims of three plaintiffs—Alexandre Reymond, Hurgnot Jean, and Sonder Young—are not time barred because they each allege in the amended complaint that they "ha[ve] worked for [their employer] for 1 year" as fumigators. Even were this argument not forfeited because it was raised for the first time in the plaintiffs' reply brief, *Bard v. Brown Cnty.*, 970 F.3d 738, 751 (6th Cir. 2020), by the plaintiffs' own acknowledgment, the "worked for one year" allegations do not plausibly claim that the three plaintiffs were first employed after February 21, 2017, which is one year before the filing of the initial complaint. In the plaintiffs' view, because those three plaintiffs had only worked as fumigators for one year, any injury that the three plaintiffs suffered while applying pesticides must have occurred within Tennessee's one-year statute of limitations. To accept the logic of this argument, we would need to interpret the "worked for one year" language in the amended

complaint as a specific allegation that those three plaintiffs were not employed to apply pesticides until February 21, 2017, one year before the plaintiffs' filed the initial complaint. Drexel contends that the plaintiffs did not intend such a specific allegation because the three plaintiffs used the same "worked for one year" language in a separate complaint filed against Drexel in Pennsylvania state court on January 15, 2018. *See Fulano v. Fanjul Corp.*, 2020 PA Super 166, 236 A.3d 1 (2020). As a result, Drexel asserts that these three plaintiffs, by their own allegations, would have been employed as fumigators at least by January 15, 2017. Because the plaintiffs assert in their complaint that they were "exposed to defendant's pesticides each day they work as Fumigators," and that they were "injured by defendant's toxic pesticides at the time of their first exposure," their initial injury would actually have been in January 2017. Accordingly, the "worked for one year" allegations are insufficient to establish that those three plaintiffs were first injured after February 21, 2017.[3]

The plaintiffs acknowledge the length-of-employment allegations in the separate complaint and do not dispute that it would directly contradict any assertion that these three plaintiffs had only worked as fumigators since February 21, 2017. In light of this acknowledgement, the three plaintiffs' allegations that they have worked as fumigators for one year do not plausibly establish that the three plaintiffs have applied pesticides only since February 21, 2017. Since the three plaintiffs do not allege facts sufficient to establish that they did not work as fumigators until

[3] Plaintiffs do not argue on appeal that the allegations in a separate case may not be considered at the motion-to-dismiss stage. A plaintiff forfeits arguments that are not developed on appeal. *Bard v. Brown Cnty.*, 970 F.3d 738, 750 (6th Cir. 2020). In any event, "[a] court may consider public records without converting a Rule 12(b)(6) motion into a Rule 56 motion." *Jones v. City of Cincinnati*, 521 F.3d 555, 562 (6th Cir. 2008) (citing *Jackson v. City of Columbus*, 194 F.3d 727, 745 (6th Cir. 1999) (abrogated on other grounds)).

February 21, 2017, their argument fails, and the one-year statute of limitations bars all of the plaintiffs' TPLA claims.

The plaintiffs appear to argue that, even if their proposed amended complaint is futile, they should have been granted leave to amend to correct deficiencies concerning the timeliness of their claims. Although Federal Rule of Civil Procedure 15 states that "leave [to amend] shall be freely given when justice so requires," a plaintiff must explain why "justice so requires" by presenting the district court with the "substance of the proposed amendment." *Roskam Baking Co., Inc. v. Lanham Machinery Co., Inc.*, 288 F.3d 895, 906 (6th Cir. 2002) (citations omitted). In considering whether to grant leave to amend, we therefore only consider the actual substance of the plaintiffs' proposed amended complaint and not their general statements that they could cure any deficiencies if they were granted leave to amend their complaint with new unspecified allegations. *See id.* Because the above analysis—concluding that the plaintiffs' TPLA claims are barred by the statute of limitations—accounts for the plaintiffs' requested amendments to their initial complaint, the district court correctly denied the plaintiffs leave to amend because the proposed amended complaint is futile.

Finally, there is no merit to the plaintiffs' remaining argument with respect to the statute of limitations that the district court abused its discretion by denying them oral argument on their motion to amend the complaint. Federal Rule of Civil Procedure 78(b) expressly permits deciding motions without oral argument. As we explained in *United States v. Wal-Mart Stores E., LP*:

> [D]oing so serves many valuable functions for the judiciary, such as allowing district courts to "effectively manage very crowded case dockets," especially in instances where "the legal issues are abundantly clear and . . . firmly settled." *Yamaha Corp. of Am. v. Stonecipher's Baldwin Pianos & Organs, Inc.*, 975 F.2d 300, 301 n.1 (6th Cir. 1992). Deciding motions on the briefs also "encourages improved brief writing" and "forces the parties to thoroughly research the legal basis on which their positions rest." *Id.* We routinely approve of a district court's decision to decide motions without oral argument.

858 F. App'x 876, 881 (6th Cir. 2021). As in *Wal-Mart*, we see no abuse of discretion here. In particular, the district court issued a thorough opinion on the issues raised by the parties, and it did not abuse its discretion by declining to hear oral argument on the motion to amend.

In upholding the district court's dismissal on statute of limitations grounds, we need not and do not rely in the alternative on Drexel's argument that the TPLA does not apply "extraterritorially" to injuries incurred outside of the United States but caused by tortious activity within Tennessee. We do not however adopt the district court's premises or reasoning for rejecting that argument.

Because the district court properly concluded that the statute of limitations barred all of the plaintiffs' claims, we need not address whether the plaintiffs otherwise stated a claim under the TPLA, or whether an amended complaint should have been permitted to support the plaintiffs' position regarding the issue.

For the foregoing reasons, we affirm the district court's dismissal of the plaintiffs' complaint and denial of leave to amend the plaintiffs' complaint.