

560, 568 (2d Cir.1996). Under this test, the plaintiff must establish that the defendant's contacts with the forum jurisdiction are "continuous and systematic." *Id.*

I find that this Court has general jurisdiction over the defendants. Citibank operated bank branches and marketed and provided banking services in the Virgin Islands for years before and after April 1999 and until 2002, just months before the commencement of this litigation. On January 31, 2002, Citibank closed its last remaining bank branch in the U.S. Virgin Islands, and Citibank no longer makes real estate-related loans in the Virgin Islands. (Malins Aff. ¶¶ 3-4.) Citibank, however, continues to process its outstanding loans here via its Puerto Rican offices, and initiates litigation in this Court. (*Id.* ¶ 5.) All of the foregoing plainly demonstrates that Citibank, and Citigroup through Citibank, have continuously and systematically conducted business in the Virgin Islands—including initiating contact with the plaintiffs for the loans that are the subject of this litigation—and therefore, are subject to this Court's general jurisdiction. See, e.g., *Metropolitan Life Ins. Co.*, 84 F.3d at 569 (finding that "our review of general jurisdiction cases reveals that contacts are commonly assessed over a period of years prior to the plaintiffs filing of the complaint" and listing cases). Accordingly, I will deny the motion to dismiss for lack of personal jurisdiction.

Having found that minimum contacts exist, I must decide whether compelling these out-of-territory defendants to submit to jurisdiction in the Virgin Islands comports with traditional notions of fair play and substantial justice. *Grand Entm't Group, Ltd. v. Star Media Sales, Inc.*, 988 F.2d 476, 481 (3d Cir.1993) (citing *International Shoe*, 326 U.S. 310 at 316, 66 S.Ct. 154). Applying these considerations here, I find it reasonable to assert jurisdiction over Citibank and Citigroup. The burden on the defendants to defend this lawsuit in the Virgin Islands is not severe, most of the relevant documents have already been filed in this Court and several airlines make daily flights connecting New York and St. Thomas. The Virgin Islands obviously has a valid interest in protecting its residents from out-of-state financial institutions. Resolving the case in this Court is just as efficient as trying it in New York and there is no evidence that the interests of New York or the Virgin Islands would be better served if this matter were not litigated in this jurisdiction. See, e.g., *Mesalic*, 897 F.2d at 701 (citing *Asahi Metal Indus. Co. v. Superior Ct.*, 480 U.S. 102, 113, 107 S.Ct. 1026, 94 L.Ed.2d 92 (1987)). Accordingly, I find that this Court has general jurisdiction over the defendants and that litigating this matter in this forum comports with the Constitution's due process requirements.

#### **B. VENUE IN THIS COURT IS PROPER UNDER 28 U.S.C. § 1391(A)**

Defendants also argue that this is an improper venue in which to litigate this dispute. (Mem. in Supp. of Defs.' Mot. to Dismiss at 20-21.) I agree with the plaintiffs, however, that the Virgin Islands is a proper choice of venue. (Pls.' Mem. of Law in Opp'n to Mot. to Dismiss at 24-29.) Although the plaintiffs agreed to submit to the jurisdiction of New York courts and to waive the defense of an inconvenient forum, they did not agree to sue or be sued exclusively in New York. The Amended 1999 Note states that

the undersigned [Epstein] hereby irrevocably submits to the jurisdiction of any New York state or federal court sitting in New York City, and the undersigned hereby irrevocably agrees that any action may be heard and determined in such New York state court or in such federal court. The undersigned hereby irrevocably waives, to the fullest extent he may effectively do so, the defense of an inconvenient forum to the maintenance of any action in any jurisdiction.

(Mem. In Support of Defs.' Mot. To Dismiss, Ex. D at 10.) The Amended 1999 Note, however, does not limit "the undersigned" to a specific forum or bar the plaintiffs from suing the defendants in any forum having personal jurisdiction over the defendants. Moreover, under the federal venue statute, a diversity case such as this can be brought in a "district where any defendant resides, if all defendants reside in the same State." 28 U.S.C. § 1391(a). This statute further provides that "[f]or purposes of venue ..., a defendant that is a corporation shall be deemed to reside in any judicial district in which it is subject to personal jurisdiction at the time the action is commenced." 28 U.S.C. 1391(c). Because I have found that both Citibank and Citigroup are subject to this Court's personal jurisdiction and are thus deemed residents of the Territory for venue purposes, venue is proper in the Virgin Islands under section 1391(a)(1). In addition, these claims may be litigated in a "district in which a substantial part of the events or omissions giving rise to the claim occurred." 28 U.S.C. § 1391(a)(2). The solicitation of the plaintiffs while they were in the Virgin Islands and the mailing of documents to the plaintiffs constitute a sufficiently substantial part of the events giving rise to this action to render venue proper under section 1391(a)(2). Accordingly, I will deny the defendants' request to dismiss this matter for improper venue.

#### **C. THIS CASE NEED NOT BE TRANSFERRED TO NEW YORK**

Anticipating that I might find that jurisdiction and venue are proper in this Court, the defendants have requested that I transfer this case to the United States District Court for the Southern District of New York. They aver that this claim actually arose in New York and that the clauses in the agreements stipulating to the application of New York Law and the plaintiffs' agreement to submit to the jurisdiction of New York courts require that this matter be litigated in New York. (Mem. Of Law in Support of Defs.' Mot. to Dismiss at 22-32.)