

**IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF ALABAMA  
SOUTHERN DIVISION**

<b>BRANCH BANKING AND TRUST</b>	)	
<b>COMPANY,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>vs.</b>	)	<b>CIVIL ACTION NO. 11-0168-KD-C</b>
	)	
<b>IMAGINE CBQ, LLC, et al.,</b>	)	
	)	
<b>Defendants.</b>	)	

**ORDER**

This action is before the Court on the unopposed motion for leave to amend complaint filed by plaintiff Branch Banking and Trust Company (doc. 36). Branch Banking moves the Court for leave to amend its complaint to sufficiently allege diversity jurisdiction. Defendants amended their motion to dismiss to add that they “have no objection to plaintiff amending its complaint to properly secure the jurisdiction of this Court.” (doc. 32).

Upon consideration, and for the reasons set forth herein, the motion for leave to amend is **GRANTED with instruction** that Branch Banking should properly allege the citizenship of the members of F. W. Hopkins, LLC, and consequently, the citizenship of all the members of Imagine, LLC, and shall file its amended complaint on or before **November 30, 2011**.

The Federal Rules state that “. . . a party may amend its pleading only with the opposing party's written consent or the court's leave” and that the “court should freely give leave when justice so requires.” Fed. R. Civ. P. Rule 15(a)(2). Defendants have given written consent by amending their motion to dismiss to add that they have no objection to Branch Banking’s proposed amendment. Thus, the Court need not determine whether justice requires granting Branch Banking leave to amend its complaint.

However, this action is before the Court on basis of diversity jurisdiction. For purposes of diversity of citizenship, limited liability companies are “citizens” of any state of which a member of the company is a citizen. *See Rolling Greens MHP, L.P. v. Comcast SCH Holdings, LLC*, 374 F. 3d 1020, 1023 (11th Cir. 2004) (“The federal appellate courts that have answered this question have all answered it in the same way: like a limited partnership, a limited liability company is a citizen of any state of which a member of the company is a citizen. We join them in this holding.”) The citizenship of the members of Imagine CBQ, LLC, is alleged in the proposed amended complaint. (doc. 36-1). The members’ citizenship (Alabama and Texas) is diverse from that of Branch Banking (North Carolina). However, the citizenship of the members of F. W. Hopkins, LLC, is not alleged in the complaint. F. W. Hopkins, LLC is a named defendant and is a member of Imagine, LLC. Thus, an allegation as to its citizenship is necessary to properly allege diversity jurisdiction.

DONE this the 16th day of November, 2011.

s/ Kristi K. DuBose  
KRISTI K. DuBOSE  
UNITED STATES DISTRICT JUDGE