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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

COEN COMPANY, INC., et al.,  
Plaintiffs,  
v.  
PAN INTERNATIONAL, LTD.,  
Defendant.

Case No. 14-cv-03392-JST

**ORDER REGARDING SUBJECT-MATTER JURISDICTION;  
DIRECTING DEFENDANT PAN INTERNATIONAL, LTD. TO SUBMIT FILING ADDRESSING CITIZENSHIP**

United States District Court  
Northern District of California

In this action arising under diversity jurisdiction, the Court previously ordered Plaintiffs to show cause why this Court has subject-matter jurisdiction. Plaintiffs' response adequately demonstrates that Plaintiffs are citizens only of California and Kansas, and that the applicable amount in controversy is satisfied. Coen Company, Inc. and John Zink Company, LLC's Response to Order to Show Cause why the Court Does Not Lack Subject-Matter Jurisdiction ("Response"), ECF No. 22. But the citizenship, or citizenships, of Defendant Pan International, Ltd. ("Defendant") remain unclear.

Plaintiffs argue that "[a] foreign corporation like defendant Pan International, Ltd. is 'a citizen of every State and foreign state by which it has been incorporated and of the State or foreign state where it has its principal place of business.'" Response, at 3 (quoting 28 U.S.C. § 1332(c)). Plaintiffs have demonstrated that Defendant appears to be incorporated under the laws of the Seychelles, and Plaintiffs state that they are unaware of Defendant having any U.S. place of business other than in Texas. But Plaintiffs have not demonstrated that Defendant does *not* have its principal place of business in either California or Kansas.

Moreover, it is not clear that Defendant is, in fact, a corporation. In the state court litigation that preceded this action, Defendant alleged that it was a "limited partnership." Exh. A

1 to Declaration of Tim Webster, ECF No. 16-13. A limited partnership is a citizen of all U.S. or  
2 foreign states of which its members are citizens. Grupo Dataflux v. Atlas Global Group, LP, 541  
3 U.S. 567, 569 (2004); Carden v. Arkoma Associates, 494 U.S. 185, 195-96 (1990). The general  
4 rule, at least for corporations, is to “draw no distinction between corporations incorporated in a  
5 state of the United States and those incorporated in a foreign country when determining the  
6 corporation’s citizenship for purposes of diversity jurisdiction.” Nike, Inc. v. Comercial Iberica de  
7 Exclusivas Deportivas, S.A., 20 F.3d 987, 990 (9th Cir. 1994). Other courts have considered  
8 limited partnerships organized under foreign law to be subject to the same diversity analysis as  
9 partnerships organized under American law, and have considered entities whose “organizational  
10 form is comparable” to a limited partnership to be citizens of every state of which its members are  
11 citizens. Burge v. Sunrise Med. (US) LLC, No. 13-cv-02215-PAB-MEH, 2013 WL 6467994, at  
12 \*3 (D. Colo. Dec. 9, 2013); see also Ayuso v. Certain Underwriters at Lloyd’s of London, No. 13-  
13 cv-1211- DDN, 2013 WL 4854742, at \*4-5 (E.D. Mo. Sept. 11, 2013); Stiles v. Chattem, Inc., No.  
14 10-cv-0598-CVE-TLW, 2011 WL 90321, at \*3 (N.D. Okla. Jan. 11, 2011).

15 Defendant Pan International, Ltd. is hereby **ORDERED** to submit a separate filing that  
16 addresses its organizational nature for purposes of diversity jurisdiction and discloses whether it  
17 (or, if applicable, any of its members) is a citizen of either California or Kansas. That filing is due  
18 at the same time as Defendant’s response to Plaintiffs’ application for a temporary restraining  
19 order: **3 p.m. Pacific time on Wednesday, August 6, 2014**. Plaintiffs remain subject to an order  
20 to show cause why the Court should not dismiss this action for lack of subject-matter jurisdiction.  
21 Plaintiffs are ordered to serve a copy of this order on counsel authorized to accept service on  
22 behalf of Defendant by e-mail or in person.

23 **IT IS SO ORDERED.**

24 Dated: August 4, 2014

25  or behalf of

26 JON S. TIGAR  
27 United States District Judge  
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