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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

GCCFC 2005-GG5 HEGENBERGER  
RETAIL LIMITED PARTNERSHIP,

Plaintiff,

v.

GEORGE A. ARCE, et al.,  
Defendants.

Case No. [17-cv-03854-SI](#)

**ORDER TO PLAINTIFF RE:  
DIVERSITY JURISDICTION**

Plaintiff GCCFC 2005-GG5 Hegenberger Retail Limited Partnership filed this breach of guaranty action against defendants George Arce, Raquel Remedios, and Leslie Tuttle on June 7, 2017. In the complaint, plaintiff alleges that the Court has subject matter jurisdiction under 28 U.S.C. § 1332(a)(1). Compl. (Dkt. No. 1) ¶ 4. Jurisdiction founded on diversity of citizenship “requires that the parties be in complete diversity and the amount in controversy exceed \$75,000.” *Matheson v. Progressive Specialty Ins. Co.*, 319 F.3d 1089, 1090 (9th Cir. 2003). Complete diversity means that “each of the plaintiffs must be a citizen of a different state than each of the defendants.” *Allstate Ins. Co. v. Hughes*, 358 F.3d 1089, 1095 (9th Cir. 2004).

Plaintiff alleges that the parties are of diverse citizenship. See Compl. ¶¶ 5-13. Plaintiff alleges that defendants are citizens of California and Missouri. *Id.* ¶¶ 11-12. Plaintiff alleges that, as a general partnership, its citizenship is that of its partners. *Id.* ¶ 5. This much is correct. See *Carden v. Arkoma Associates*, 494 U.S. 185, 195 (1990); accord *Johnson v. Columbia Props. Anchorage, LP*, 437 F.3d 894, 899 (9th Cir. 2006). Plaintiff then alleges that one partner is a Delaware Limited Liability Company, and the other partner is a trust, which is a citizen of Ohio. See *id.* ¶¶ 7-9. Plaintiff does not, however, allege whether there are other owner/partners in the LLC and, if so, what their citizenship is. An LLC is not treated like a corporation for purposes of

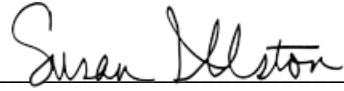
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diversity jurisdiction. In the Ninth Circuit, “like a partnership, an LLC is a citizen of every state of which its owners/members are citizens.” *Johnson*, 437 F.3d at 899 (9th Cir. 2006); *accord NewGen LLC v. Safe Cig, LLC*, 840 F.3d 606, 611 (9th Cir. 2016). Plaintiff has not adequately pled the basis for subject matter jurisdiction, because it states only that its general partner, GCCFC 2005-GG5 Hegenberger Retail GP, LLC, is “a Delaware limited liability company.” Compl. ¶ 7.

Plaintiff must allege the citizenship of each member of GCCFC 2005-GG5 Hegenberger Retail GP, LLC in order to establish a basis for this Court’s jurisdiction. Plaintiff is ORDERED to do so **on or before August 4, 2017**. If plaintiff fails to establish diversity jurisdiction by the deadline, the Court will dismiss this case for lack of subject matter jurisdiction.

**IT IS SO ORDERED.**

Dated: July 27, 2017

  
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SUSAN ILLSTON  
United States District Judge