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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

CHARTER ASSET MANAGEMENT
FUND, L.P.,

Plaintiff,

v.

INDIANA COLLEGE PREPARATORY
SCHOOL, INC., et al.,

Defendants.

Case No.17-cv-03577-HRL

**ORDER TO SHOW CAUSE RE:
SUBJECT-MATTER JURISDICTION**

Defendants Massa Financial Solutions, LLC, and Christopher David Massa removed this action to federal court on June 21, 2017. Dkt. No. 1. Jurisdiction is premised on diversity of citizenship. The notice of removal asserts that Defendants are citizens of Ohio and Indiana and that “Plaintiff is a citizen of both Delaware and California” because it is organized under the laws of the former and has its principal place of business in the latter. Dkt. No. 1, ¶¶ 6-12.

Limited partnerships, however, are treated as citizens of every jurisdiction in which their partners are citizens for the purpose of diversity of citizenship. *Johnson v. Columbia Properties Anchorage, LP*, 437 F.3d 894 (9th Cir. 2006). Additionally, “like a partnership, an LLC is a citizen of every state of which its owners/members are citizens.” *Id.* The notice of removal does not identify the citizenship of all of the limited partners of Plaintiff Charter Asset Management Fund, LP, or of all of the owners/members of Defendant Massa Financial Solutions, LLC. As a result, the court cannot determine whether subject-matter jurisdiction exists on the basis of diversity of citizenship.

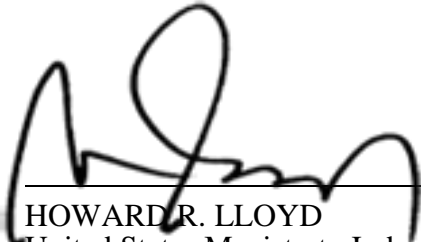
Defendants are therefore ordered to show cause why this matter should not be dismissed for lack of subject-matter jurisdiction. A response to this order to show cause is due July 5, 2017. Defendants’ response requires evidence, via a declaration or otherwise, that all of the partners of

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the limited partnership are diverse in citizenship from the Defendants (including all of the owners/members of the LLC). Failure to timely provide such evidence will result in remand to the state court for lack of subject-matter jurisdiction.

IT IS SO ORDERED.

Dated: 6/27/2017



HOWARD R. LLOYD
United States Magistrate Judge