

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLORADO  
**Judge Philip A. Brimmer**

Civil Action No. 13-cv-00237-PAB

LCS ASSOCIATES, LLC, a Delaware limited liability company,  
FONG LCS ASSOCIATES, LLC, a Delaware limited liability company,

Plaintiffs,

v.

GREAT WESTERN COMMUNICATIONS, LLC, an Illinois limited liability company,

Defendant.

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**ORDER**

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This matter is before the Court on the Response to Order to Show Cause [Docket No. 14] filed by defendant Great Western Communications, LLC. On January 30, 2013, defendant removed this action from the District Court for the City and County of Denver, Colorado [Docket No. 1]. On February 1, 2013, the Court issued an Order to Show Cause [Docket No. 7] requiring that defendant show cause why this case should not be remanded due to this Court's lack of subject matter jurisdiction. Specifically, the Court instructed defendant to establish its own citizenship and that of plaintiffs LCS Associates, LLC and Fong LCS Associates, LLC. Docket No. 7 at 3-4.

As discussed in the Order to Show Cause, the citizenship of a limited liability company ("LLC") is determined by the citizenship of its composite entities and partners. See *U.S. Advisor, LLC v. Berkshire Prop. Advisors, LLC*, No. 09-cv-00697-PAB-CBS, 2009 WL 2055206, at \*2 (D. Colo. July 10, 2009) (listing cases). In response to the

order to show cause, defendant offered the following additional jurisdictional averments regarding the citizenship of plaintiffs:

- “AEGON N.V.” incorporated under Dutch law is the indirect parent of AEGON USA, LLC. Address: AEGONplein 50, 2591 TV, The Hague, Netherlands.
- “AEGON USA, LLC, an Iowa corporation” is the parent of AUSA Holding Company. Address: 4333 Edgewood Road NE, Cedar Rapids, Iowa 52499.
- “AUSA Holding Company, a Maryland corporation” is the parent of Investors Warranty of America, Inc. Address: 100 Light Street, Floor B-1, Baltimore, Maryland 21202-1098.
- “Investors Warranty of America, Inc., an Iowa corporation” is the parent of LCS Associates, LLC and Fong LCS Associates, LLC. Address: 4333 Edgewood Road NE, Cedar Rapids, Iowa 52499.
- “LCS Associates, LLC, a Delaware limited liability company.” Address: 4333 Edgewood Road NE, Cedar Rapids, Iowa 52499.
- “Fong LCS Associates, LLC, a Delaware limited liability company.” Address: 4333 Edgewood Road NE, Cedar Rapids, Iowa 52499.

Docket No. 14 at 1. These averments, however, fail to identify the full composition of plaintiffs or the citizenship of plaintiffs’ composite members. For example, defendant states that “AEGON, USA, LLC” is an Iowa corporation. Docket No. 14 at 1. However, it is evident that AEGON USA, LLC is a limited liability company. Defendant provides no information with regard to its members or the citizenship of those members.

In addition, defendant asserts that “AUSA Holding Company” is a Maryland corporation and that “Investors Warranty of America, Inc.” is an Iowa corporation; however, there are no allegations about the location of the principal place of business for these corporations. See 28 U.S.C. § 1332(c)(1) (“a corporation shall be deemed to be 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”); *Hertz Corp. v. Friend*, 559 U.S. 77, 130 S. Ct. 1181, 1192 (2010) (noting that a corporation’s “principal place of business” is “the place where a corporation’s officers direct, control, and coordinate the corporation’s activities”). Moreover, defendant states that “Investors Warranty of America, Inc.” is the parent of plaintiffs LCS Associates, LLC and Fong LCS Associates, LLC. However, there are no allegations about whether Investors Warranty is plaintiffs’ sole member. Thus, based on the information contained in defendant’s response, it has not satisfied its burden of establishing the citizenship of plaintiffs. See *Radil v. Sanborn W. Camps, Inc.*, 384 F.3d 1220, 1224 (10th Cir. 2004).

With respect to its own citizenship, defendant’s response makes the following averments:

- “Cambridge Telecom, Inc., an Illinois corporation” is a member of Tri-Com, LLC. Address: 111 East First Street, Geneseo, IL 61254.
- “Geneseo Communications, Inc., an Illinois corporation” is a member of Tri-Com, LLC. Address: 111 East First Street, Geneseo, IL 61254.
- “Tri-Com, LLC, an Illinois limited liability company” is a member of Great Western Communications, LLC. Address: 111 East First Street, Geneseo, IL 61254.
- “Pinpoint Holdings, Inc., a Nebraska corporation” is the member of Pinpoint Network Solutions, LLC and Great Western Communications, LLC. Address: 611 Patterson Street, P.O. Box 490, Cambridge, Nebraska 69022.
- “Pinpoint Network Solutions, LLC, a Nebraska limited liability company” is a member of Great Western Communications, LLC. Address: 611 Patterson Street, P.O. Box 490, Cambridge, Nebraska 69022.

- “Great Western Communications, LLC, an Illinois limited liability company.” Address: 611 Patterson Street, P.O. Box 490, Cambridge, Nebraska 69022.

Docket No. 14 at 2. Defendant alleges various members of Great Western Communications, LLC, but nowhere indicates that these are its sole members. The same thing is true for Pinpoint Network Solutions, LLC and Tri-Com, LLC. Moreover, defendant does not sufficiently allege the location of the principal place of business for the following corporations: “Cambridge Telecom, Inc.,” “Geneseo Communications, Inc.,” and “Pinpoint Holdings, Inc.” See *Hertz*, 130 S.Ct. at 1192. Thus, defendant fails to meet its burden of establishing its own citizenship. *Radil*, 384 F.3d at 1224.

“Because the jurisdiction of federal courts is limited, there is a presumption against our jurisdiction, and the party invoking federal jurisdiction bears the burden of proof.” See *Merida Delgado v. Gonzales*, 428 F.3d 916, 919 (10th Cir. 2005). Where a defendant fails to meet its burden in establishing the Court’s jurisdiction, the case must be remanded to state court. *Cunningham v. BHP Petroleum Great Britain PLC*, 427 F.3d 1238, 1245-46 (10th Cir. 2005).

For the foregoing reasons, it is

**ORDERED** that, pursuant to 28 U.S.C. § 1447(c) and due to this Court’s lack of subject matter jurisdiction, this case is **REMANDED** to the District Court for the City and County of Denver, Colorado, where it was originally filed as Case No. 2013 CV 030020.

DATED February 12, 2013.

BY THE COURT:

s/Philip A. Brimmer  
PHILIP A. BRIMMER  
United States District Judge