

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NORTH DAKOTA**

Structural Preservation Systems, LLC,

Plaintiff,

vs.

Case No. 1:24-cv-00075

Dakota Gasification Company,

Defendant.

ORDER TO AMEND CORPORATE DISCLOSURE STATEMENT

[¶1] THIS MATTER comes before the Court after the Plaintiff, Structural Preservation Systems, LLC, filed its corporate disclosure statement. See Doc. No. 4.

[¶2] The Court previously ordered Structural Preservation Systems, LLC, to supplement the record to show the state of its members' citizenship. Doc. No. 3. Structural Preservation Systems, LLC, filed the corporate disclosure statement alleging the sole member of Structural Preservation Systems, LLC, is another LLC—Structural Holdings, LLC—and claiming (1) the member-LLC “is not a citizen of North Dakota”; (2) has a registered address in Columbia, MD; (3) Structural Holdings, LLC owns one hundred percent (100%) of Structural Preservation Systems, LLC; and (4) Structural Holdings, LLC is not a publicly traded entity. Doc. No. 4, p. 1.

[¶3] This does not establish the state of citizenship of Structural Preservation Systems, LLC. An LLC's citizenship is the same as that of each of its members. GMAC Com. Credit LLC v. Dillard Dep't Stores, Inc., 357 F.3d 827, 829 (8th Cir. 2004) (“Holding an LLC's citizenship is that of its members for diversity jurisdiction purposes, we are unable, from this record, to determine the citizenship of GMAC's members.”). In other words, the record must show the

citizenship of each member of the LLC. See id. If a member of an LLC is another LLC or other unincorporated entity, the layers must be peeled back until the citizenship of a natural person or corporation is determined. See Torie Bauer v. Equinor Energy LP, 2023 WL 9595357, *1 (D.N.D. June 27, 2023) (quoting Niemann v. Carlsen, 2023 WL 22038 at *1 (E.D. Mo. Jan. 3, 2023) (“[I]f any member is itself a partnership or limited liability company, then the identity of each member of each of these entities must be traced until we reach a corporation or natural person”)).

[¶4] The record reflects that Plaintiff Structural Preservation Systems, LLC’s only member is Structural Holdings, LLC. There is no information as to Structural Holdings, LLC’s members’ citizenship. However, Rule 7.1 corporate disclosure statements “must name—and identify the citizenship of—every individual or entity whose citizenship is attributed to that party or intervenor.” Fed. R. Civ. P. 7.1(a)(2). Without information regarding the citizenship of Structural Holdings, LLC’s members, the Court cannot find it has subject matter jurisdiction over this case.

[¶5] Accordingly, the Plaintiff is **ORDERED** to file an amended corporate disclosure statement by **June 17, 2024**, setting forth the citizenship of Structural Preservation System, LLC’s only member, Structural Holdings, LLC. If Structural Holdings, LLC has a member that is another LLC or other unincorporated entity, the amended corporate disclosure statement must include the citizenship of the other unincorporated entity’s members. This must continue until a natural person’s or corporation’s citizenship is determined.

[¶6] **IT IS SO ORDERED.**

DATED June 3, 2024.

A handwritten signature in black ink, appearing to read "D. Traynor", written over a horizontal line.

Daniel M. Traynor, District Judge
United States District Court