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U.S. COURT OF APPEALS

NOT FOR PUBLICATION

UNITED STATES COURT OF APPEALS

FOR THE NINTH CIRCUIT

TRI-COUNTY METROPOLITAN
TRANSPORTATION DISTRICT OF
OREGON an Oregon municipal
corporation,

Plaintiff - Appellant,

v.

BUTLER BLOCK, LLC, a Delaware
limited liability company,

Defendant - Appellee.

No. 08-35512

D.C. No. 6:08-CV-00259-AA

MEMORANDUM*

Appeal from the United States District Court
for the District of Oregon
Ann L. Aiken, District Judge, Presiding

Argued and Submitted July 10, 2009
Portland, Oregon

Before: PREGERSON, RYMER and TASHIMA, Circuit Judges.

Tri-County Metropolitan Transportation District of Oregon (Tri-County)
appeals the district court's dismissal of its action against Butler Block, LLC

* This disposition is not appropriate for publication and is not precedent
except as provided by 9th Cir. R. 36-3.

(Butler) for lack of subject matter jurisdiction. We have jurisdiction pursuant to 28 U.S.C. § 1291, and affirm.

Regardless of whether one looks to Delaware law or Oregon law to determine the effect of SIP Management, LLC's (SIP) administrative dissolution, it remains a member of Butler. *See* Del. Code tit. 6, §§ 18-304(2) & 18-801(a)(1-5) (indicating membership is terminated upon dissolution but not defining dissolution in a way that includes a temporary administrative dissolution for the failure to pay fees); Or. Rev. Stat. § 63.637(1-2) (indicating an administratively dissolved company "continues its existence" and that administrative dissolution does not "[p]revent commencement of a proceeding by or against the limited liability company in its limited liability company name").

Because SIP was still a member of Butler at the time Tri-County filed suit, SIP's citizenship was relevant for purposes of determining diversity of citizenship. As a limited liability company, Butler is deemed to be a citizen of all states where its members are citizens. *See Johnson v. Columbia Props. Anchorage, LP*, 437 F.3d 894, 899 (9th Cir. 2006). Because both SIP and Tri-County are citizens of Oregon, complete diversity is lacking, and dismissal for lack of subject matter jurisdiction was appropriate. *See* 28 U.S.C. § 1332(a); *cf. Caterpillar Inc. v. Lewis*,

519 U.S. 61, 68 (1996) (“28 U.S.C. § 1332(a) . . . applies only to cases in which the citizenship of each plaintiff is diverse from the citizenship of each defendant.”).

AFFIRMED.