UNITED STATES DISTRICT COURT FOR THE CENTRAL DISTRICT OF CALIFORNIA

Taisu Ventures Web3 Fund Limited Partnership v. Pierina Merino et al.

Taisu Ventures · No. 2:25-cv-11462-SB-SSC · Decided December 2, 2025

SUMMARY

The United States District Court for the Central District of California orders Plaintiff Taisu Ventures Web3 Fund Limited Partnership to show cause why diversity jurisdiction should not be found lacking and supplemental jurisdiction over its state-law claims should not be declined. The court concludes that federal-question jurisdiction exists over the Securities Exchange Act claim but that Plaintiff has not established complete diversity because it has not identified all partners and their citizenship. The court defers consideration of Plaintiff's temporary restraining order application pending resolution of its jurisdictional concerns.

CASE DETAILS

COURT	United States District Court for the Central District of California
WRITING FOR THE COURT	Stanley Blumenfeld, Jr.
JURISDICTION	United States District Court for the Central District of California
DECIDED	December 2, 2025
DOCKET	2:25-cv-11462-SB-SSC
DISPOSITION	other
PROCEDURAL POSTURE	The district court issued an order to show cause sua sponte concerning subject-matter jurisdiction after Plaintiff filed a complaint asserting federal and state-law claims and an application for a temporary restraining order.
STANDARD OF REVIEW	The court independently assesses subject-matter jurisdiction and may consider the issue sua sponte at any stage; the party invoking federal jurisdiction bears the burden of establishing it.
PRECEDENTIAL VALUE	Unpublished district court order; limited persuasive value

TOPICS

subject matter jurisdiction · civil procedure · injunctions · commercial litigation · breach of contract

PRACTICE AREAS

civil procedure | commercial litigation | securities litigation | contracts | defamation

QUESTIONS PRESENTED

1. Whether the court had federal-question jurisdiction over the Securities Exchange Act claim.
2. Whether Plaintiff established complete diversity of citizenship for purposes of diversity jurisdiction over the remaining claims.
3. Whether the court should decline supplemental jurisdiction over the state-law claims because those claims substantially predominate over the federal claim.
4. Whether the court should consider Plaintiff's temporary restraining order application before resolving subject-matter jurisdiction.

HOLDINGS

1. The court plainly had federal-question jurisdiction over Count 3, which alleged a violation of the Securities Exchange Act.
2. Plaintiff had not established complete diversity because it did not identify all of the partners of its limited partnership and their citizenship.
3. The court ordered Plaintiff to show cause why supplemental jurisdiction over the state-law claims should not be declined because those claims appeared to substantially predominate over the federal Securities Exchange Act claim.
4. The court would not adjudicate Plaintiff's TRO request until it determined whether it would exercise jurisdiction over the claims on which the request was based.

KEY QUOTATIONS

> *"The Court does not intend to adjudicate Plaintiff's request for a TRO until it determines whether it will exercise jurisdiction over the claims on which the request is predicated."*

FACTUAL BACKGROUND

Plaintiff, a venture capital fund organized as a limited partnership, invested approximately $1 million in FlickPlay, Inc. in exchange for future equity. Plaintiff alleged that FlickPlay and its founder attempted to recapitalize with a new investor in a manner that would diminish Plaintiff's investment, threatened to publicize damaging allegations about Plaintiff, and made allegedly defamatory statements to media sources and investors. The complaint also asserted a Securities Exchange Act claim based on allegedly false capitalization tables and financial reports, but did not explain how Plaintiff relied on those statements to its detriment. Plaintiff's TRO application was based exclusively on the state-law defamation and intentional-interference claims.

PROCEDURAL HISTORY

Plaintiff filed claims for breach of investment agreements, defamation, civil extortion, intentional interference with economic relations, and violation of the Securities Exchange Act. Plaintiff also sought a temporary restraining order based solely on its defamation and intentional-interference claims. The court found federal-question jurisdiction plainly existed over the Securities Exchange Act claim but concluded Plaintiff had not established complete diversity and ordered Plaintiff to show cause why diversity jurisdiction should not be found lacking and supplemental jurisdiction over the state-law claims should not be declined. The court deferred consideration of the TRO until the jurisdictional issue was resolved.

DISPOSITION

other

CASES CITED

- Kokkonen v. Guardian Life Insurance Co., 511 U.S. 375, 377 (1994)
- Allstate Insurance Co. v. Hughes, 358 F.3d 1089, 1093 (9th Cir. 2004)
- Ruhrgas AG v. Marathon Oil Co., 526 U.S. 574, 583 (1999)
- Caterpillar Inc. v. Lewis, 519 U.S. 61, 68 (1996)
- Carden v. Arkoma Associates, 494 U.S. 185, 195 (1990)
- Grupo Dataflux v. Atlas Global Group, L.P., 541 U.S. 567, 569 (2004)
- San Pedro Hotel Co. v. City of Los Angeles, 159 F.3d 470, 478 (9th Cir. 1998)