

United States Court of Appeals
FOR THE DISTRICT OF COLUMBIA CIRCUIT

Submitted September 18, 2026 Decided September 29, 2026

No. 25-7130

SOLON PHILLIPS, AS MEMBER-TRUSTEE OF REMUS
ENTERPRISES, 1 LLC,
APPELLANT

v.

WCP FUND I LLC, REGISTERED AGENT, CORPORATION
SERVICE COMPANY,
APPELLEE

Appeal from the United States District Court
for the District of Columbia
(No. 1:24-cv-03366)

Solon Phillips, pro se, was on the briefs for appellant.

Eric Waldman was on the briefs for appellee.

Before: WALKER and CHILDS, *Circuit Judges*, and
ROGERS, *Senior Circuit Judge*.

Opinion for the Court filed PER CURIAM.

PER CURIAM: This is an appeal from the dismissal of a
complaint filed on behalf of Remus Enterprises, 1 LLC

(“Remus”) against WCP Fund I LLC (“WCP”), alleging claims under federal and District of Columbia law arising from the purchase and renovation and subsequent foreclosure of real property in the District of Columbia. The parties are, respectively, a real estate developer and a financier of real estate development, and this is not their first undertaking together. Am. Compl. ¶¶ 2, 16. When Remus failed to timely repay the loans pursuant to their loan agreements, WCP foreclosed on the property, purchased it for a nominal amount (\$1,000), and listed it for sale at the same amount as had Remus.

Prior to foreclosure, Remus sued WCP unsuccessfully in the Superior Court of the District of Columbia (No. 2024-CAB-001373 D.C. Super. Ct. June 17, 2024), and the judgment was affirmed by the Court of Appeals of the District of Columbia. *Phillips v. DP Capital, LLC*, 342 A.3d 422 (D.C. Aug. 2024) (Table). Following the foreclosure, Remus sued WCP in the United States District Court for the District of Columbia. The district court granted the motion to dismiss the complaint, ruling that all federal statutory claims and some D.C. law claims were barred by *res judicata* and the remainder failed to state a claim pursuant to FED. R. CIV. P. 12(b)(6). Mem. Op. (Aug. 25, 2025). This court’s review is *de novo*. *Banneker Ventures, LLC v. Graham*, 798 F.3d 1119, 1129 (D.C. Cir. 2015).

The court affirms the dismissal of the federal claims as barred by *res judicata*, because Remus raised or could have raised those claims in the D.C. litigation. *See Calomiris v. Calomiris*, 3 A.3d 1186, 1190 (D.C. 2010). But, as the parties acknowledge in their supplemental filings, *see* D.C. Cir. Order (Aug. 10, 2026), the district court erred in ruling that it had diversity jurisdiction. The district court concluded, *sua sponte* on the face of the complaint, that it had diversity jurisdiction upon applying the law for corporations (based on places of

formation and principal places of business) when LLC jurisdiction depends on the citizenship of each of the members of the parties, *CostComand, LLC v. WH Adm'rs, Inc.*, 820 F.3d 19, 21 (D.C. Cir. 2016), which was not apparent on the face of the amended complaint and the parties' supplemental filings confirm was not before the district court. *See* Remus Supp. Br. (Aug. 14, 2026); WCP Supp. Br. (Aug. 20, 2026). That error, in turn, underlies a second error when the district court dismissed several of the D.C. law claims for failure to state a claim.

Accordingly, the court affirms in part, vacates in part, and remands the D.C. claims for the district court to decide, in the exercise of its discretion, whether, having dismissed the federal claims, to dismiss those claims, *see Araya v. Morgan Chase Bank, N.A.*, 775 F.3d 409, 417 (D.C. Cir. 2014), or to exercise supplemental jurisdiction, *see Women Prisoners of D.C. Dep't of Corrections v. D.C.*, 93 F.3d 910, 913 (D.C. Cir. 1996), or to determine whether it has diversity jurisdiction, and proceed to address Remus's D.C. claims.