

2026 Tex. Bus. 67



**The Business Court of Texas,
First Division**

RUNNER RUNNER LLC,

Plaintiff,

v.

BLPP HOLDINGS, LLC, FM 900,

LLC, NIKOLAY FROLOV,

GREGORY L. MILLER, PROUS

FAMILY TRUST, and EDOUARD

PROUS,

Defendants.

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Cause No. 26-BC01A-0062

Memorandum Opinion and Order for Remand

¶1 Before the Court is *Plaintiff Runner Runner LLC's Motion to Remand* and, in response, *Defendant Gregory L. Miller's Motion to Strike and Response to Plaintiff's Motion to Remand*. Miller removed the instant action from the 134th Judicial District Court, Dallas County, Texas, to the Texas Business Court on July 17, 2026. Runner Runner challenges the removal on grounds that the action does not satisfy this Court's amount-in-controversy threshold. The Court finds that Runner Runner's objection is well-founded.

¶2 “A party to an action originally filed in a district court . . . may remove the action to the business court by filing a notice of removal.” TEX. R. CIV. P. 355(a). The notice of removal must, among other things, “plead facts to establish . . . the business court’s authority to hear the action.” *Id.* 355(b)(2)(A). Where—as here—the non-removing party challenges the removing party’s allegation that the amount-in-controversy threshold has been satisfied, the Court follows a burden-shifting framework to resolve such dispute, and to determine whether remand is appropriate. *See C Ten 31 v. Tarbox*, 2025 Tex. Bus. 1, at ¶¶ 49-51 (3d Div.).

¶3 The burden-shifting process occurs over three steps. First, the Court looks at the relevant pleadings—generally, a petition, counterclaim, and/or notice of removal—to determine whether the party invoking the Court’s jurisdiction has met his burden. *Id.* at ¶¶ 33-34; *see also* TEX. R. CIV. P. 355(b)(2)(A). When a removing party pleads a sufficient amount in controversy on the face of the pleadings, “that pleading controls unless (a) a party presents evidence that the amount pleaded is falsely asserted to wrongly obtain or avoid jurisdiction, or (b) a different amount in controversy is readily established, such as by statutorily set fees.” *C Ten 31*, 2025 Tex. Bus. 1, at ¶¶ 49-50. Accordingly, the second step is for the party challenging the Court’s jurisdiction to offer proof that the removing party’s pleaded facts are false or that a lesser amount in controversy is readily established. *Id.* If such evidence is presented, the third step is for the removing party to present controverting proof

supporting his pleading of the amount in controversy. *Id.* at ¶ 51. If the removing party fails to raise a fact issue as to the amount in controversy, the Court will remand the action to the district court. *Id.*

¶4 Miller (the removing party) relies on Runner Runner’s second amended petition to establish an amount in controversy exceeding \$5 million, summarizing Runner Runner’s suit as a derivative action on behalf of FM 900, LLC against the company’s other members (including Miller). *Notice* at ¶ 4. Miller also points to Runner Runner’s pleading for dissolution of the company and an accounting of its finances. *Id.* at ¶ 6; *see also Pl.’s 2nd Am. Pet.* at p. 19. According to Miller, FM 900 owns and operates assets with a value “at \$5,000,000.00.” *Notice* at ¶ 5 (citing *Pl.’s 2nd Am. Pet.* at p. 2). This allegation tracks Runner Runner’s pleaded allegation that FM 900 “owns and operates a ranch property with an estimated fair market value of approximately \$5,000,000.” *Pl.’s 2nd Am. Pet.* at p. 4. Finally, Miller references Runner Runner’s allegations of “other damages”—which the petition attached to the notice describes as improper expenditures, specifically, the use of FM 900 funds to pay members’ personal expenses in violation of the company’s operating agreement—as support for an amount in controversy exceeding \$5 million. *Notice* at ¶ 6, *see also Pl.’s 2nd Am. Pet.* at p. 5. The Court finds that these allegations, taken as true, meet Miller’s initial burden of pleading facts establishing this Court’s authority to hear the action.

¶5 Turning to the second step, the Court looks to Runner Runner’s motion for proof that the amount-in-controversy threshold is not satisfied—either the pleaded facts are false or a lesser amount in controversy is readily established. With its motion, Runner Runner submits written testimony from Runner Runner’s sole member (Alexander Kaplin) and supporting documents showing that the real property at issue is encumbered, with an indebtedness in the amount of approximately \$1.74 million as of July 17, 2026. *Mtn. to Remand* at p. 8; *id.* at pp. 20-22 (*Ex. A Kaplin Affidavit*); *id.* at p. 24 (*Ex. A-1 Business Loan Agreement*); *id.* at pp. 36-49 (*Deed of Trust*). Consequently, the fair market value of the real property at issue as represented in the pleadings has been shown not to be a reliable measure of the value of the controversy. In fact, Kaplin (for Runner Runner) clarifies:

The approximately \$5 million figure [in the live petition] was an estimate of the Ranch’s possible gross market value. It did not account for the indebtedness secured by the Ranch or any other debts or liabilities of FM 900. It was not a valuation of FM 900 as an entity.

Id. at p. 22 (*Ex. A Kaplin Affidavit*).

¶6 The Court’s review of the allegations in Runner Runner’s live petition does not close the gap. The financial irregularities alleged therein included: the transfer of approximately \$82,000 to an entity called Exolux LLC (*Pl.’s 2nd Am. Pet.* at p. 5.); checks from FM 900 accounts to FM 900’s former manager, Frolov, totaling approximately \$23,900 (*Id.*); an accounting error whereby a member of FM 900, BLPP Holdings LLC, underfunded the company in an amount exceeding \$360,000,

while Runner Runner overcontributed capital based on inaccurate and unauthorized capital call instructions (*Id.* at pp. 6, 10.); and a disputed notice of default to Runner Runner seeking about an additional \$28,040.42 in allegedly unpaid contributions (*Id.* at p. 10.). Runner Runner also alleged that a written demand was made for “corrective action concerning the unauthorized transfers,” etc., and that the demand resulted in “the return of approximately \$80,000 of the funds previously transferred to Exolux LLC” with \$2,000 still unreturned (*Id.* at pp. 14-15.). When the allegations in the live petition are combined with proof of the company’s indebtedness and the deed of trust on its primary asset (the real property), the totality of the allegations presented no longer suffice to show that the amount in controversy exceeds \$5 million. *See* TEX. GOV’T CODE § 25A.004(b)(2). Runner Runner has met its burden of proof establishing a lesser, insufficient amount in controversy.

¶7 Turning to the final step of the analysis, the Court examines Miller’s response to the motion to determine whether Miller presents evidence sufficient to create a fact issue as to the amount in controversy. But Miller’s response relies solely on Runner Runner’s live pleadings. Miller offers no competing proof to support allegations that Runner Runner’s claims place more than \$5 million in controversy. Mere allegations cannot outweigh Runner Runner’s evidentiary record. Accordingly, Miller has not met his burden under the *C Ten* burden-shifting framework to defeat remand.

¶8 IT IS THEREFORE ORDERED that *Plaintiff Runner Runner LLC's Motion to Remand* is GRANTED, and this matter is REMANDED to the 134th Judicial District Court, Dallas County, Texas, for further proceedings.

SO ORDERED.


ANDREA K. BOURESSA
Judge of the Texas Business Court,
First Division

SIGNED ON: September 25, 2026.