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*Proposed Counsel to the Debtors and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

**In re:**

**THINK FINANCE, LLC, *et al.*,**

**Debtors.<sup>1</sup>**

**THINK FINANCE, LLC, THINK FINANCE  
SPV, LLC, and TC ADMINISTRATIVE  
SERVICES, LLC,**

**Plaintiffs,**

**v.**

**VICTORY PARK CAPITAL ADVISORS,  
LLC, VICTORY PARK MANAGEMENT,  
LLC, GPL SERVICING, LTD., GPL  
SERVICING AGENT, LLC,**

**Defendants.**

**Chapter 11**

**Case No. 17-33964-11 ( )**

**(Joint Administration Requested)**

**Adversary Proceeding No. \_\_\_\_\_**

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Think Finance, LLC (3098), Think Finance SPV, LLC (4522), Financial U, LLC (1850), Tailwind Marketing, LLC (1602), TC Administrative Services, LLC (4558), TC Decision Sciences, LLC (8949), and TC Loan Service, LLC (3103).

**PLAINTIFFS' EMERGENCY MOTION FOR A TEMPORARY RESTRAINING  
ORDER, PRELIMINARY INJUNCTION, AND ORDER TO SHOW CAUSE  
FOR WILLFUL VIOLATIONS OF THE AUTOMATIC STAY**

Plaintiffs Think Finance, LLC ("Think Finance"), Think Finance SPV, LLC ("Think SPV"), and TC Administrative Services, LLC ("TCAS" or "Agent"; and together with Think Finance and Think SPV, "Plaintiffs"), by and through their undersigned counsel, file this emergency motion (the "Motion"), seeking entry of a temporary restraining order and a preliminary injunction concerning Victory Park Capital Advisors, LLC ("Victory Park"), Victory Park Management, LLC ("VP Management"), GPL Servicing, Ltd. ("GPLS"), and GPL Servicing Agent, LLC (the "Collateral Agent"; and together with Victory Park, VP Management, and GPLS, "Defendants").

Put simply, Plaintiffs are asking this Court to require Defendants to comply with applicable bankruptcy law by turning over to Plaintiffs property of the estate and adhering to the automatic stay. Plaintiffs request that this Court issue the proposed form of restraining order attached as Exhibit A (the "Restraining Order"), and a subsequent preliminary injunction, the proposed form of which is attached as Exhibit B (the "Injunction"), pursuant to sections 105(a), 362(a), 502(c), 502(e)(1)(B), 506(d), 542(a), 542(b), and 542(e) of title 11 of the United States Code (the "Bankruptcy Code"), and Rules 7001, 7065, 9014, and 9020 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

Through these Orders Plaintiffs seek injunctive relief requiring Defendants to turn over information and tens of millions of dollars Defendants seized and are purportedly holding as secured creditors solely to secure alleged contingent indemnity claims that may arise from litigation pending against both Plaintiffs and Defendants. By seizing Plaintiffs' funds and holding them solely for future contingent claims that may never come due, Defendants have

rendered Plaintiffs illiquid and driven Plaintiffs into bankruptcy. Absent relief compelling Defendants to comply with their obligations under the Bankruptcy Code, Plaintiffs will not be in a position to collect substantial future income owed to them, continue in business, defend against various claims, or pay their legitimate creditors. Emergency relief is needed to avoid this immediate and irreparable harm.

In accordance with Rule 7007-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas (the “Local Rules”), contemporaneously herewith and in support of this Motion, Plaintiffs are filing (a) the Brief in Support of Plaintiffs’ Motion for a Temporary Restraining Order, Preliminary Injunction, and Order to Show Cause for Willful Violations of the Automatic Stay (the “Brief”); and (b) the Appendix in Support of Plaintiffs’ Motion for a Temporary Restraining Order, Preliminary Injunction, and Order to Show Cause for Willful Violations of the Automatic Stay (the “Appendix”).

As is demonstrated by the Brief and the evidentiary materials contained in the Appendix, Plaintiffs are entitled to the relief requested herein as set forth in the Restraining Order and the Injunction.

Notice of this Motion has been provided to Defendants. Plaintiffs submit that no other or further notice need be provided.

WHEREFORE, Plaintiffs respectfully request that the Court (a) enter the Restraining Order substantially in the form annexed hereto as Exhibit A, granting the relief requested herein, (b) enter the Injunction substantially in the form annexed hereto as Exhibit B, granting the relief requested herein, and (c) grant to Plaintiffs such other and further relief as the Court may deem proper.

DATED: October 23, 2017

Respectfully submitted,

/s/ Gregory G. Hesse

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*Proposed Counsel to the Debtors and Debtors in Possession*

**LOCAL RULE 7007-1 CERTIFICATION OF CONFERENCE**

Due to emergency nature of the Motion and the Debtors other first day filings, it was not practicable for counsel to the Debtors to hold a conference with counsel to the Defendants prior to filing the Motion. I hereby certify that counsel for the Debtors is currently attempting to confer with counsel to the Defendants regarding the relief requested in the Motion. Accordingly, the Motion is presumed to be opposed.

Dated: October 23, 2017

/s/ Gregory G. Hesse

**EXHIBIT A**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

**In re:**

**THINK FINANCE, LLC, *et al.*,**

**Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 17-33964-11 ( )**

**(Joint Administration Requested)**

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Think Finance, LLC (3098), Think Finance SPV, LLC (4522), Financial U, LLC (1850), Tailwind Marketing, LLC (1602), TC Administrative Services, LLC (4558), TC Decision Sciences, LLC (8949), and TC Loan Service, LLC (3103).

**THINK FINANCE, LLC, THINK FINANCE  
SPV, LLC, and TC ADMINISTRATIVE  
SERVICES, LLC,**

**Plaintiffs,**

**v.**

**VICTORY PARK CAPITAL ADVISORS,  
LLC, VICTORY PARK MANAGEMENT,  
LLC, GPL SERVICING, LTD., GPL  
SERVICING AGENT, LLC,**

**Defendants.**

**Adversary Proceeding No. \_\_\_\_\_**

**TEMPORARY RESTRAINING ORDER AND ORDER TO SHOW CAUSE FOR  
WILLFUL VIOLATIONS OF THE AUTOMATIC STAY**

This matter came before the Court on the emergency motion (the “Motion”)<sup>2</sup> of Plaintiffs Think Finance, LLC (“Think Finance”), Think Finance SPV, LLC (“Think SPV”), and TC Administrative Services, LLC (“TCAS”; and together with Think Finance and Think SPV, “Plaintiffs”), for a temporary restraining order and order requiring Victory Park Capital Advisors, LLC (“Victory Park”), Victory Park Management, LLC (“VP Management”), GPL Servicing, Ltd. (“GPLS”), and GPL Servicing Agent, LLC (the “Collateral Agent”; and together with Victory Park, VP Management, and GPLS, “Defendants”) to show cause for willful violations of the automatic stay, and a subsequent preliminary injunction, pursuant to Rules 7001, 7065, 9014, and 9020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). Through these Orders Plaintiffs seek injunctive relief: (a) enjoining Defendants from withholding (i) the Agent Fee from TCAS, (ii) the Fixed Return and the Redemption Amounts from Think SPV, and (iii) the cash collateral proceeds of each of the foregoing; (b) compelling

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<sup>2</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.



Defendants to turn over (i) the Agent Fee and the cash collateral proceeds thereof to TCAS now and in the future as collected and (ii) the Fixed Return and the Redemption Amounts, and the cash collateral proceeds of each, to Think SPV now and in the future as collected; (c) enjoining Defendants from using (i) the Agent Fee owed to TCAS, (ii) the Fixed Return or the Redemption Amounts owed to Think SPV, or (iii) the cash collateral proceeds of each of the foregoing, for any other purpose, including but not limited to using such funds to pay any claims, settlements or legal fees and expenses; and (d) compelling Defendants to turn over information. Upon consideration of the Motion and all responses or objections thereto, if any, statements of counsel at the hearing to consider the Motion, the evidence adduced at the hearing, and any other evidence or documents filed in response to, or in support of, the Motion, it is hereby

FOUND AND DETERMINED THAT:

A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (B), (E), and (O).

C. Notice of the Motion was sufficient under the circumstances.

D. Plaintiffs have established a substantial likelihood of success on the merits of Counts I-VI of the Complaint.

E. Absent a temporary restraining order (a) enjoining Defendants from withholding (i) the Agent Fee from TCAS, (ii) the Fixed Return and the Redemption Amounts from Think SPV, and (iii) the cash collateral proceeds of each of the foregoing; (b) compelling Defendants to turn over (i) the Agent Fee and the cash collateral proceeds thereof to TCAS now and in the future as collected and (ii) the Fixed Return and the Redemption Amounts, and the cash collateral proceeds of each, to Think SPV now and in the future as collected; (c) enjoining

Defendants from using (i) the Agent Fee owed to TCAS, (ii) the Fixed Return or the Redemption Amounts owed to Think SPV, or (iii) the cash collateral proceeds of each of the foregoing, for any other purpose, including but not limited to using such funds to pay any claims, settlements or legal fees and expenses; and (d) compelling Defendants to turn over information, Plaintiffs will continue to suffer irreparable harm.

F. Plaintiffs have no adequate remedy at law.

G. The potential harm to Plaintiffs' estates absent this temporary restraining order outweighs any harm to Defendants from the relief provided herein.

H. The public interest is supported by this temporary restraining order.

I. It appears substantially likely that Defendants' withholding, refusing to turn over, and exercising control of (i) the Agent Fee from TCAS, (ii) the Fixed Return and the Redemption Amounts from Think SPV, and (iii) the cash collateral proceeds of each of the foregoing, constitute willful violations of the automatic stay.

Accordingly, the Court having determined that the legal and factual bases set forth in the Motion and at the hearing establish just cause for the relief granted herein,

It is hereby ORDERED that:

1. The Motion is **GRANTED** to the extent set forth herein.
2. Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.
3. Defendants are hereby temporarily (a) enjoined from withholding (i) the Agent Fee from TCAS, (ii) the Fixed Return and the Redemption Amounts from Think SPV, and (iii) the cash collateral proceeds of each of the foregoing; (b) compelled to turn over (i) the Agent Fee and the cash collateral proceeds thereof to TCAS now and in the future as collected and (ii) the

Fixed Return and the Redemption Amounts, and the cash collateral proceeds of each, to Think SPV now and in the future as collected; (c) enjoined from using (i) the Agent Fee owed to TCAS, (ii) the Fixed Return or the Redemption Amounts owed to Think SPV, or (iii) the cash collateral proceeds of each of the foregoing, for any other purpose, including but not limited to using such funds to pay any claims, settlements or legal fees and expenses; and (d) compelled to turn over information related to the such property to Plaintiffs, including without limitation information concerning the Attorney's Fee Transfer and any other expenses Defendants have paid with funds that otherwise would be paid to Plaintiffs, including without limitation the invoices and other back-up information supporting such expenses.

4. Defendants shall fully comply with the foregoing Paragraph 3 within two (2) business days of the entry of this Order.

5. The hearing on the Preliminary Injunction requested in the Motion shall be held on \_\_\_\_\_, 2017, at \_\_\_\_\_ m.

6. Defendants shall be required, at the hearing on the Preliminary Injunction requested in the Motion, to show cause as to why they should not be sanctioned for civil contempt for willfully violating the automatic stay.

7. Pursuant to Bankruptcy Rule 7065, Plaintiffs shall not be required to give any security as provided in Rule 65(c) of the Federal Rules of Civil Procedure.

8. This Order shall be effective immediately upon entry by the Court and shall expire without further order of this Court on the earlier of (i) fourteen (14) days from the date of entry of this Order; or (ii) the date the Court enters a preliminary injunction based on the Motion.

9. Plaintiffs shall serve a copy of this Order on counsel to the Defendants, by electronic mail and overnight mail, immediately upon its entry, and file a notice of such service with the Court.

###END OF ORDER###

Submitted by:

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*Proposed Counsel to the Debtors and  
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**EXHIBIT B**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

**In re:**

**THINK FINANCE, LLC, *et al.*,**

**Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 17-33964-11 ( )**

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Think Finance, LLC (3098), Think Finance SPV, LLC (4522), Financial U, LLC (1850), Tailwind Marketing, LLC (1602), TC Administrative Services, LLC (4558), TC Decision Sciences, LLC (8949), and TC Loan Service, LLC (3103).

**THINK FINANCE, LLC, THINK FINANCE  
SPV, LLC, and TC ADMINISTRATIVE  
SERVICES, LLC,**

**Plaintiffs,**

**v.**

**VICTORY PARK CAPITAL ADVISORS,  
LLC, VICTORY PARK MANAGEMENT,  
LLC, GPL SERVICING, LTD., GPL  
SERVICING AGENT, LLC,**

**Defendants.**

**Adversary Proceeding No. \_\_\_\_\_**

**ORDER GRANTING PRELIMINARY INJUNCTION  
AND SANCTIONING DEFENDANTS FOR CIVIL CONTEMPT**

This matter came before the Court on the motion (the “Motion”)<sup>2</sup> of Plaintiffs Think Finance, LLC (“Think Finance”), Think Finance SPV, LLC (“Think SPV”), and TC Administrative Services, LLC (“TCAS”; and together with Think Finance and Think SPV, “Plaintiffs”), for a temporary restraining order and order requiring Victory Park Capital Advisors, LLC (“Victory Park”), Victory Park Management, LLC (“VP Management”), GPL Servicing, Ltd. (“GPLS”), and GPL Servicing Agent, LLC (the “Collateral Agent”; and together with Victory Park, VP Management, and GPLS, “Defendants”) to show cause for willful violations of the automatic stay, and a subsequent preliminary injunction, pursuant to Rules 7001, 7065, 9014, and 9020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). Through these Orders Plaintiffs seek injunctive relief: (a) enjoining Defendants from withholding (i) the Agent Fee from TCAS, (ii) the Fixed Return and the Redemption Amounts from Think SPV, and (iii) the cash collateral proceeds of each of the foregoing; (b) compelling

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<sup>2</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

Defendants to turn over (i) the Agent Fee and the cash collateral proceeds thereof to TCAS now and in the future as collected and (ii) the Fixed Return and the Redemption Amounts, and the cash collateral proceeds of each, to Think SPV now and in the future as collected; (c) enjoining Defendants from using (i) the Agent Fee owed to TCAS, (ii) the Fixed Return or the Redemption Amounts owed to Think SPV, or (iii) the cash collateral proceeds of each of the foregoing, for any other purpose, including but not limited to using such funds to pay any claims, settlements or legal fees and expenses; and (d) compelling Defendants to turn over information. Upon consideration of the Motion and all responses or objections thereto, if any, statements of counsel at the hearings to consider the Motion, the evidence adduced at the hearing on this preliminary injunction, and any other evidence or documents filed in response to, or in support of, the Motion, it is hereby

FOUND AND DETERMINED THAT:

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (B), (E), and (O).
- C. Notice of the Motion was sufficient under the circumstances.
- D. Plaintiffs have established a substantial likelihood of success on the merits of Counts I-VI of the Complaint.
- E. Absent a preliminary injunction (a) enjoining Defendants from withholding (i) the Agent Fee from TCAS, (ii) the Fixed Return and the Redemption Amounts from Think SPV, and (iii) the cash collateral proceeds of each of the foregoing; (b) compelling Defendants to turn over (i) the Agent Fee and the cash collateral proceeds thereof to TCAS now and in the future as collected and (ii) the Fixed Return and the Redemption Amounts, and the cash collateral



proceeds of each, to Think SPV now and in the future as collected; (c) enjoining Defendants from using (i) the Agent Fee owed to TCAS, (ii) the Fixed Return or the Redemption Amounts owed to Think SPV, or (iii) the cash collateral proceeds of each of the foregoing, for any other purpose, including but not limited to using such funds to pay any claims, settlements or legal fees and expenses; and (d) compelling Defendants to turn over information, the Plaintiffs will continue to suffer irreparable harm.

F. Plaintiffs have no adequate remedy at law.

G. The potential harm to Plaintiffs' estates absent this preliminary injunction outweighs any harm to Defendants from the relief provided herein.

H. The public interest is supported by this preliminary injunction.

I. Defendants' withholding, refusing to turn over, and exercising control of (i) the Agent Fee from TCAS, (ii) the Fixed Return and the Redemption Amounts from Think SPV, and (iii) the cash collateral proceeds of each of the foregoing, constitute willful violations of the automatic stay.

J. Defendants have failed to show cause as to why they should not be sanctioned for civil contempt for willfully violating the automatic stay.

K. Defendants willful violations of the automatic stay remain ongoing.

Accordingly, the Court having determined that the legal and factual bases set forth in the Motion and at the hearing establish just cause for the relief granted herein,

It is hereby ORDERED that:

1. The Motion is **GRANTED**.
2. Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

3. Defendants are hereby preliminarily (a) enjoined from withholding (i) the Agent Fee from TCAS, (ii) the Fixed Return and the Redemption Amounts from Think SPV, and (iii) the cash collateral proceeds of each of the foregoing; (b) compelled to turn over (i) the Agent Fee and the cash collateral proceeds thereof to TCAS now and in the future as collected and (ii) the Fixed Return and the Redemption Amounts, and the cash collateral proceeds of each, to Think SPV now and in the future as collected; (c) enjoined from using (i) the Agent Fee owed to TCAS, (ii) the Fixed Return or the Redemption Amounts owed to Think SPV, or (iii) the cash collateral proceeds of each of the foregoing, for any other purpose, including but not limited to using such funds to pay any claims, settlements or legal fees and expenses; and (d) compelled to turn over information related to the such property to Plaintiffs, including without limitation information concerning the Attorney's Fee Transfer and any other expenses Defendants have paid with funds that otherwise would be paid to Plaintiffs, including without limitation the invoices and other back-up information supporting such expenses.

4. Defendants shall fully comply with the foregoing Paragraph 3 within two (2) business days of the entry of this Order.

5. Defendants are hereby held in civil contempt for their willful violations of the automatic stay and directed to pay Plaintiffs \$[ ] in compensatory and punitive damages within fourteen (14) days from the date of this Order. Defendants shall be sanctioned \$[ ] per day until their willful violations of the automatic stay have ceased.

6. Pursuant to Bankruptcy Rule 7065, the Plaintiffs shall not be required to give any security as provided in Rule 65(c) of the Federal Rules of Civil Procedure.

7. This Order shall be effective immediately upon entry by the Court.

8. Plaintiffs shall serve a copy of this Order on counsel to the Defendants, by electronic mail and overnight mail, immediately upon its entry, and file a notice of such service with the Court

###END OF ORDER###

Submitted by:

/s/ Gregory G. Hesse  
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