

Fill in this information to identify the case:

United States Bankruptcy Court for the:
 Northern _____ District of Texas
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** Think Finance, LLC

2. **All other names debtor used in the last 8 years** Think Finance, Inc. and ThinkCash, Inc.

Include any assumed names, trade names, and *doing business* as names

3. **Debtor's federal Employer Identification Number (EIN)** 8 2 - 2 5 4 6 7 6 2

4. **Debtor's address**

<p>Principal place of business</p> <p><u>5080</u> <u>Spectrum Drive</u> <small>Number Street</small></p> <p><u>Suite 700W</u></p> <p><u>Addison</u> <u>TX</u> <u>75001</u> <small>City State ZIP Code</small></p> <p><u>Dallas</u> <small>County</small></p>	<p>Mailing address, if different from principal place of business</p> <p>_____ <small>Number Street</small></p> <p>_____ <small>P.O. Box</small></p> <p>_____ <small>City State ZIP Code</small></p> <p>Location of principal assets, if different from principal place of business</p> <p>_____ <small>Number Street</small></p> <p>_____ <small>City State ZIP Code</small></p>
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5. **Debtor's website (URL)** https://www.thinkfinance.com/

6. **Type of debtor**

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: _____

Debtor Think Finance, LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5 6 1 4

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:
 - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When _____ Case number _____
MM / DD / YYYY

District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See Attachment A Relationship _____
District Northern District of Texas When _____
MM / DD / YYYY

Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor Think Finance, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Think Finance, LLC
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10 / 23 / 2017
MM / DD / YYYY

X /s/ Barney C. Briggs
Signature of authorized representative of debtor

Title Chief Financial Officer

Barney C. Briggs
Printed name

18. Signature of attorney

X /s/ Gregory G. Hesse
Signature of attorney for debtor

Date 10 / 23 / 2017
MM / DD / YYYY

Gregory G. Hesse
Printed name

Hunton & Williams LLP
Firm name

1445 Ross Avenue, Suite 3700
Number Street

Dallas TX 75209
City State ZIP Code

(214) 979-3000 ghesse@hunton.com
Contact phone Email address

09549419 TX
Bar number State

ATTACHMENT A**Pending Bankruptcy Case Filed by any Partner or Affiliate of this Debtor**

Concurrently herewith, each of the below-listed entities (collectively, the “Debtors”), each commenced a voluntary case under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Northern District of Texas and has filed a motion with the Court seeking joint administration of the Debtors’ respective chapter 11 cases.

ENTITY NAME	EIN	JURISDICTION OF DOMICILE
Think Finance SPV, LLC	27-2944522	Texas
Financial U, LLC	46-2561850	Texas
TC Loan Service, LLC	56-2513103	Texas
Tailwind Marketing, LLC	26-3811602	Texas
TC Administrative Services, LLC	26-3184558	Texas
TC Decision Sciences, LLC	26-2698949	Texas

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

In re:

THINK FINANCE, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 17-[] ()

(Joint Administration Requested)

**LIST OF EQUITY SECURITY HOLDERS PURSUANT
TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(a)(3)**

Debtor	Equity Security Holder	Address of Equity Security Holder	Percentage of Interests Held
Think Finance, LLC	TF Holdings, Inc.	5080 Spectrum Drive, Suite 700W, Addison, Texas 75001	100%

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Think Finance, LLC (6762), Think Finance SPV, LLC (4522), Financial U, LLC (1850), TC Loan Service, LLC (3103), Tailwind Marketing, LLC (1602), TC Administrative Services, LLC (4558), and TC Decision Sciences, LLC (8949).

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

In re:

THINK FINANCE, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 17-[] ()

(Joint Administration Requested)

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO RULE 7007.1
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to Rule 7007.1 of the Federal Rules of Bankruptcy Procedure, Think Finance, LLC hereby provides that TF Holdings, Inc. owns 100% of its equity interests.

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Think Finance, LLC (6762), Think Finance SPV, LLC (4522), Financial U, LLC (1850), TC Loan Service, LLC (3103), Tailwind Marketing, LLC (1602), TC Administrative Services, LLC (4558), and TC Decision Sciences, LLC (8949).

Fill in this information to identify the case:Debtor name Think Finance, LLCUnited States Bankruptcy Court for the: Northern District of Texas
(State)

Case number (if known): _____

 Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Marlin & Associates LLC 570 Lexington Avenue New York, NY 10022-6837	Amy Lin (212) 257-6300 ALin@rem-co.com	Professional Services	Contingent, Unliquidated, Disputed			\$4,170,542.14
2	Eversheds Sutherland (US) LLP 700 Sixth St. NW Washington, DC 20001-3980	Lewis Weiner (202) 383-0100 lewiswiener@eversheds-sutherland.com	Professional Services	Disputed as to amount			\$1,120,033.48
3	Microsoft Corporation P. O. Box 842103 Dallas, TX 75282-2103	Tim Montpas (469) 775-2413 tmontpas@microsoft.com	Software License/Maintenance				\$491,671.64
4	Ken Rees c/o Montgomery McCracken Walker & Rhoads LLP 123 South Broad Street Philadelphia, PA 19109	Richard L. Scheff (215) 772-7502 rscheff@mmwr.com	Professional Services	Disputed as to amount			\$242,106.73
5	Charles Allen 107 Yellow Rose Tr Eules, TX 76040	Charles Allen (510) 967-7197 chasman61@yahoo.com	Former Employee				\$225,000.00
6	Document Technologies, LLC 3933 Lake Washington Blvd., Ste. 300 Kirkland, WA 98033	Meg Griggs (425) 629-6777 mgriggs@dtiglobal.com	Professional Services	Disputed as to amount			\$219,431.04
7	VMware, Inc 3401 Hillview Ave. Palo Alto, CA 94304	Brendan Doyle (877) 486-9273 bdoyle@vmware.com	Technology Provider				\$134,214.96
8	COP-Spectrum Center, LLC 5601 Granite Parkway, Suite 800 Plano, TX 75024	Wanda Paige (972) 731-2300 wstaiger@GraniteProp.com	Lease				\$126,987.28

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Matthew Hargrove 2408 Oak Bend Court Southlake, TX 76092	Matthew Hargrove (214)304-1735 Matthew.hargrove@gmail.com	Former Employee				\$108,250.00
10	Provenir-Inc. 300 Interpace Parkway, Building A-4th Floor Parsippany, NJ, 07054	Hooi-Imm Lander (973) 316-8680 hlander@provenir.com	Technology Provider				\$73,445.00
11	SQS North America, LLC. 70 W Madison Chicago, IL 60602	Frances Cress (630) 721-0496 Frank.Cress@sq.com	Technology Provider				\$56,960.00
12	Morrison & Foerster LLP P.O. 742335 Los Angeles, CA 90074-2335	James McGuire (415) 268-7000 JMcGuire@mof.com	Professional Services	Disputed as to amount			\$56,769.10
13	American Express Purchase Card CPS Remittance Processing Plantation, FL 33313-4571	(888) 800-8564 corporateservicesoperations@aexp.com	Trade Debt				\$50,367.10
14	Dell Financial Services LLC One Dell Way Round Rock, TX 78682	Marciel Ramos (877) 577-3355 Maricel_Ramos@dellteam.com	Equipment Lease				\$44,955.81
15	Mphasis Limited Bagnabe Technology Park Byrasandra Village C.V. Raman Nagar, Bangalore Karnataka, India 560093	Vamsi Burra (817) 915-4467 Vamsi.Burra@mphasis.com	Contractor				\$44,360.00
16	Cognizant Technology Solutions US Corp. 500 Frank W Burr Blvd Teaneck, NJ 07666	Puja Athale (214) 498-5950 Puja.Athale@conizant.com	Technology Provider				\$33,632.00
17	Accudata Systems, Inc. 7906 N Sam Houston Pkwy W, Suite 300 Houston, TX 77064	Melissa Hayden Phone: (817) 307-4087 Fax: (281) 897-5001 www.accudatasystems.com	Technology Provider				\$29,696.61
18	Cyrusone LLC Lockbox #773581 Chicago, IL 6077-3005	Greg Case (469) 289-2121 GCase@CyrusOne.com	Data Services				\$28,907.98
19	Neustar Info Services, Inc. 21575 Ridgetop Circle, PO Box 742000 Sterling, VA 20166	Jeff Boschert (855) 645-4399 jeff.boschert@neustar.biz	Utilities				\$27,333.34

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
20	Eric Smith 7505 Fresh Springs Rd Fort Worth, TX 76120	Eric Smith (972) 765-8352 esmith5400@yahoo.com	Former Employee				\$25,090.00
21	Global Crossing Telecommunications 1080 Pittsford Victor Road Pittsford, NY 14534	Mike Battle (800) 249-4672 Mike.Battle@level3.com	Technology Provider				\$24,724.63
22	Cisco Systems Capital Corporation 170 W. Tasman Drive, MS SJ 13/3 San Jose, CA, 95134	Danielle Niersbach (866) 654-0247 dniersba@cisco.com	Technology Provider				\$24,028.12
23	Nextera Fibernet, LLC 6191 State Hwy 161 Irving, TX 75038	Ginger Newborn (972) 457-9141 ginger.newborn@fibernetdirect.com	Trade Debt				\$22,635.25
24	Citrix Systems, Inc. 851 West Cypress Creek Rd. Fort Lauderdale, FL 33309	Kelli Matya (954) 229-6173 kelli.matya@citrix.com	HR Service Provider				\$16,268.64
25	LinkedIn Corporation 2029 Stierlin Ct. Mountain View, CA 94043	Sean Donahue (312) 999-4382 sdonahue@linkedin.com	Contractor				\$12,198.57
26	NextStep Recruiting LLC 19111 North Dallas Parkway Dallas, TX 75287	Micah Sailors (469) 680-9909 msailors@nextstep-recruiting.com	Technology Provider				\$7,766.00
27	Black Hills Information Security, LLC 21148 Two Bit Spring Road Sturgis, SD 57785	Erica Spurrier (303) 579-9953 erica@blackhillsinfosec.com	Professional Services				\$7,200.00
28	Masergy Communication, Inc. 2740 North Dallas Parkway Plano, TX 75093	Walter Suksta (877) 462-7374 walter.suksta@masergy.com	Office Equipment Service				\$6,450.00
29	ImageTek Office Systems 1310 Madrid St. Marshall, MN 56258	Kimberly Montgomery (800) 828-8246 kmontgomery@imagetekos.com	Technology Provider				\$5,655.63
30	LED Enterprises, Inc. 11131 Shady Trail Dallas, TX 75229	Dennis Procailo (972) 484-8151 Dennis@LEDPowerPro.com	HR Services				\$5,177.60

this information to identify the case and this filing:

Debtor Name Think Finance, LLC
 United States Bankruptcy Court for the: Northern District of Texas
(State)
 Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration List of Equity Security Holders Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3); and Corporate Ownership Statement Pursuant to Rule 7007.1 of the Federal Rules of Bankruptcy Procedure

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/23/2017
MM / DD / YYYY

x /s/ Barney C. Briggs
 Signature of individual signing on behalf of debtor

Barney C. Briggs
 Printed name

Chief Financial Officer
 Position or relationship to debtor

THINK FINANCE, LLC

WRITTEN CONSENT OF SOLE MEMBER

The undersigned being the sole MEMBER of THINK FINANCE, LLC, a Delaware company (the "Company"), hereby consents to the adoption of the following resolutions:

RESOLVED, that in the good faith business judgment of the Company's Member, it is in the best interest of the Company, its creditors, stakeholders and other interested parties (including, without limitation, any and all direct and indirect subsidiaries of the Company), that a voluntary petition for relief under chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), be filed in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the "Bankruptcy Court") for the Company and its direct and indirect wholly-owned subsidiaries; and it is

RESOLVED FURTHER, that Martin Wong and Barney Briggs, in their capacity as officers of the Company (together, the "Officers"), be, and each is hereby, authorized, empowered and directed to execute and verify on behalf of and in the name of the Company, and in their capacity as authorized officers of the direct and indirect wholly-owned subsidiaries of the Company, a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court in such form and at such time as the Officer executing said petition on behalf of the Company and the subsidiaries shall determine; and it is

RESOLVED FURTHER, that the Company shall be and is hereby, authorized, and empowered, to execute, verify and/or file, or cause to be filed and or executed or verified (or direct others to do so on its behalf as provided herein) all necessary documents, including without limitation a plan of reorganization and disclosure statement (for the Company and each direct and indirect wholly-owned subsidiary), and all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, and in that connection to employ and retain all assistance by legal counsel or other professionals and to take any and all actions necessary and proper in connection with the chapter 11 case contemplated hereby, with a view to the successful prosecution of such cases; and it is

RESOLVED FURTHER, that the Officers of the Company, the most senior executive officer of the Company, regardless of title, and the designee of any of them, or any one of them be, and each is hereby, authorized, empowered and directed to (i) prepare, or cause to be prepared on the Company's behalf (and on behalf of each of the Company's direct and indirect wholly-owned subsidiaries), the necessary documents, including without limitation a plan of reorganization and disclosure statement, and all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers referred to in the foregoing resolution, and, (ii) in the express prior approval of the Member (a) file and prosecute to a conclusion any such plan of reorganization, and (b) to take any and all actions necessary and proper in connection with the chapter 11 case

contemplated hereby, including without limitation incurring post-petition debt, with a view to the successful prosecution of such case; and it is

RESOLVED FURTHER, that the Company shall be and is hereby authorized, empowered and directed to employ, on behalf of the Company (and on behalf of each of the Company's direct and indirect wholly-owned subsidiaries), the law firm of Hunton & Williams LLP under a special retainer as general bankruptcy counsel to the Company (and on behalf of each of the Company's direct and indirect wholly-owned subsidiaries) and in other related matters on such terms and conditions as the Officers of the Company shall approve; and it is

RESOLVED FURTHER, that the Company shall be and is hereby authorized, empowered and directed to employ, on behalf of the Company (and on behalf of each of the Company's direct and indirect wholly-owned subsidiaries), Alvarez & Marsal, under a special retainer as Financial Advisors to the Company (and on behalf of each of the Company's direct and indirect wholly-owned subsidiaries) on such terms and conditions as the Officers of the Company shall approve; and it is

RESOLVED FURTHER, that the Company shall be and is hereby authorized, empowered and directed to employ, on behalf of the Company (and on behalf of each of the Company's direct and indirect wholly-owned subsidiaries), American Legal Claims Services, LLC, under a special retainer as Claims, Noticing and Balloting Agent for the Company (and on behalf of each of the Company's direct and indirect wholly-owned subsidiaries) on such terms and conditions as the Officers of the Company shall approve; and it is

RESOLVED FURTHER, that the Company shall be and is hereby authorized and empowered to employ, on behalf of the Company (and on behalf of each of the Company's direct and indirect wholly-owned subsidiaries), such other counsel, financial advisors or other professionals as may be prudent and desirable in connection with the prosecution and/or administration of the restructuring of the Company (and on behalf of each of the Company's direct and indirect wholly-owned subsidiaries) under the Bankruptcy Code on such terms and conditions as the Officers of the Company shall approve; and it is

RESOLVED FURTHER, that all acts lawfully done or actions lawfully taken by any Officer to seek relief on behalf of the Company (and on behalf of each of the Company's direct and indirect wholly-owned subsidiaries) under chapter 11 of the Bankruptcy Code be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company (and on behalf of each of the Company's direct and indirect wholly-owned subsidiaries, as the case may be); and it is

RESOLVED FURTHER, that the effective date of the foregoing resolutions shall be October 20, 2017.

IN WITNESS WHEREOF, the undersigned Member of the Company has executed this Consent effective as of the date written above.

SOLE MEMBER

TF Holdings, Inc.

/s/ Barney C. Briggs
Barney Briggs, Chief Financial Officer

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

In re:

THINK FINANCE, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 17-[] ()

(Joint Administration Requested)

DECLARATION FOR ELECTRONIC FILING OF BANKRUPTCY PETITION

PART I: DECLARATION OF PETITIONER:

As an individual debtor in this case, or as the individual authorized to act on behalf of the corporation, partnership, or limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the chapter of title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition and in the lists of creditors to be filed electronically in this case and I hereby declare under penalty of perjury that the information provided therein, as well as the social security information disclosed in this document, is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within seven (7) business days after the petition and lists of creditors have been filed electronically. I understand that a failure to file the signed original of this Declaration will result in the dismissal of my case.

- [Mark only if Chapter 7 individual petitioners whose debts are primarily consumer debts] – I am an individual whose debts are primarily consumer debts and who has chosen to file under chapter 7. I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each chapter, and choose to proceed under chapter 7.
- X [Mark only if petitioner is a corporation, partnership or limited liability company] – I hereby further declare under penalty of perjury that I have been authorized to file the petition and lists of creditors on behalf of the debtors in this case.

Date: 10/23/17 Signature: /s/ Barney C. Briggs
Name: Barney C. Briggs

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Think Finance, LLC (6762), Think Finance SPV, LLC (4522), Financial U, LLC (1850), TC Loan Service, LLC (3103), Tailwind Marketing, LLC (1602), TC Administrative Services, LLC (4558), and TC Decision Sciences, LLC (8949).

PART II: DECLARATION OF ATTORNEY:

I declare under penalty of perjury that: (1) I will give the debtor(s) a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court; and (2) I have informed the debtor(s), if an individual with primarily consumer debts, that he or she may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Date: 10/23/17 Attorney for Debtor: /s/ Gregory G. Hesse