

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

MYADVERTISINGPAYS (MAP) LIMITED,)
an Anguillan corporation,)

Plaintiff,)

v.)

Case No. 4:16-cv-3541

VX GATEWAY CORP., a Texas corporation,)
VX GATEWAY, INC., a Panamanian corporation,)
VX GATEWAY LIMITED, a United Kingdom)
limited company, CELIA DUNLOP, an individual,)
and TIMOTHY MACKAY, an individual,)

Defendants.)

**PLAINTIFF'S MOTION FOR
A PRELIMINARY INJUNCTION**

Plaintiff MyAdvertisingPays (MAP) Limited ("MAP"), pursuant to Rule 65(b) of the Federal Rules of Civil Procedure, moves this Court to issue a preliminary injunction in order to prevent the disposition of assets by the Defendants and to preserve the *status quo*. In support of this motion, MAP states as follows:

1. MAP has shown, and will further establish in a hearing, if necessary, that the following four prerequisites for a preliminary injunction have been met: (i) the likelihood that MAP will succeed on the merits; (ii) the substantial threat that MAP will suffer irreparable injury if the injunction is not granted; (iii) the threatened injury to MAP if the injunction is denied outweighs the harm to Defendants if it is granted; and (iv) the public interest will not be disserved by the granting of the injunction. *See Canal Authority of State of Florida v. Callaway*, 489 F.2d 567, 572 (5th Cir. 1974).

2. MAP incorporates by reference herein, its Memorandum in Support of its Motions for a Temporary Restraining Order and Preliminary Injunction and the exhibits submitted in support of those Motions.

Plaintiff respectfully requests this Court to issue a Preliminary Injunction:

- A. Requiring Defendants to provide actual notice of this Court's Order of Preliminary Injunction to all Defendants, their parent corporations, subsidiaries, related entities, and agents, officers, employees, representatives, attorneys, and all persons acting in concert with them;
- B. Restraining all Defendants, their subsidiaries, parent corporations, related entities, agents, officers, employees, representatives, attorneys, and all persons acting in concert with them, from selling, assigning, transferring, and further dissipating and placing out-of-reach any and all assets, however and wherever held by Defendants, their subsidiaries, parent corporations, or other related entities;
- C. Ordering Defendants to place in escrow the sum of \$42,473,038.56 and €16,043,276.39 or such amount that the Court finds to be fair and just or to secure a bond in that amount;
- D. Ordering Defendants to fully disclose to this Court and MAP all reorganizations, mergers, domicile transfers, sales, assignments, disposition of subsidiaries, parent corporations, related companies, and assets of same (however held) that have occurred from March 1, 2014 to the present;
- E. Ordering Defendants to submit to this Court, for approval, any and all pending or proposed sales, assignments, and transfers of assets by Defendants, their subsidiaries, parent corporations, or related entities, and any new organization,

reorganization, or change of domicile of any and all corporations, partnerships, sole proprietorships, or other vehicles by which Defendants or its subsidiaries, parent corporations, or related entities engage in business or financial transactions;

- F. Ordering Defendants to submit such financial or other information that the Court deems appropriate and necessary;
- G. Ordering that Defendants provide discovery to MAP regarding the matters described in paragraphs A-F of this prayer for relief.

A proposed Order is attached.

Dated: December 1, 2016

Respectfully Submitted,

By: /s/ J. Cary Gray

J. Cary Gray

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and TIMOTHY MACKAY, an individual,)
)
Defendants.)

ORDER OF PRELIMINARY INJUNCTION

This matter has come before the Court on the motion of Plaintiff for a preliminary injunction against the named Defendants in this action. The Court, having considered the motion together with memoranda, declarations, and exhibits in support thereof, pursuant to Rule 65 of the Federal Rules of Civil Procedure, and having considered Defendants' response to said motion, finds good cause to order the relief requested by Plaintiff in its motion. Accordingly, at _____ a.m./p.m. on this _____ day of _____, 2016, this Court finds:

1. That Plaintiff is likely to succeed in establishing that Defendants fraudulently withheld monies due and owing to Plaintiff under the Gateway Services Agreement (the "Agreement") entered into by and between Plaintiff and Defendants, and that Plaintiff will likely prevail on the merits of its claim;

2. That there is a substantial threat that a failure to grant an injunction may result in the dissipation of Defendants' assets and irreparable injury to Plaintiff from the loss of those assets

which the Court finds, in all reasonable probability, are the only source from which Plaintiff may recoup the monies fraudulently withheld;

3. That the threatened injury to Plaintiff if the injunction should not issue would outweigh any damage that may be caused to Defendants by the issuance of the injunction; and further,

4. That the injunction will serve the public interests and will not disserve the public interest.

In issuing this injunction, the Court relies on Rule 65 of the Federal Rules of Civil Procedure and the standard for preliminary injunctions illustrated in *Canal Authority of State of Florida v. Callaway*, 489 F.2d 567 (5th Cir. 1974).

Accordingly, this Court ORDERS that Defendants, their parent corporations, subsidiaries, related entities, agents, officers, employees, representatives, attorneys, and all persons acting in concert with them (including but not limited to VX Gateway Corp., VX Gateway, Inc., VX Gateway Limited, Celia Dunlop, and Timothy MacKay) receive actual notice of this Preliminary Injunction, are bound by this Order, and shall be restrained and ordered as follows:

1. Defendants shall provide actual notice of this Court's Order of Preliminary Injunction to Defendants, their subsidiaries, parent corporations, and other related entities, and to their agents, officers, employees, representatives, attorneys, and all persons acting in concert with them, and Defendants shall provide this Court verification under oath that they have provided such notice within 5 calendar days of the date of this Order;
2. Defendants, their subsidiaries, parent corporations, and other related entities, shall not withdraw or transfer any monies or sums presently deposited or held on behalf

of Defendants, their subsidiaries, parent corporations, or other related entities, by any financial institution, trust fund, brokerage agency, or other financial agency, public or private, and regardless of however or wherever held, except that Defendants may petition the Court, and the Court may order, that Defendants may conduct normal, day-to-day business activities and pay for the same on a monthly basis, in an amount not to exceed that determined by the Court; provided, however, Defendants provide a verified disclosure of all assets and liabilities as set forth in paragraphs 7 and 8 herein;

3. Defendants shall place in escrow the sum of \$42,473,038.56 and €16,043,276.39 or shall otherwise secure a bond in that amount;
4. Defendants, their subsidiaries, parent corporations, and other related entities, shall not transfer, sell, assign, dissipate, conceal, encumber, impair, or otherwise dispose of in any manner, any assets in which they, their subsidiaries, parent corporations, or other related entities, have any ownership interest or control, wherever and however owned, held, or acquired by them, including but not limited to bank accounts, real or personal property, stocks, bonds, or other paper, leases, management and other agreements, and equipment;
5. Defendants shall, no later than 5 calendar days after the date of this Order, make full disclosure of all reorganizations, mergers, domicile transfers, sales, assignments, disposition of subsidiaries, parent corporations, other related companies, and assets (wherever and however held by Defendants, their parent corporations, subsidiaries, and related entities), which have occurred from March 1, 2014, to the date of this Order;

6. Defendants shall, no later than 5 calendar days after the date of this Order, provide to counsel for Plaintiff a list of all officers, owners, directors, or anyone with any ownership interest in or control over any of the Defendants, their parent corporations, subsidiaries, and related entities whose place of domicile has been transferred or which has been newly incorporated or reorganized since March 1, 2014, and of any persons or entities which have purchased or to which have been assigned, sold, transferred, or given any companies or interest therein, leases, bank accounts, real estate, stocks, bonds, or other commercial paper, equipment, personal property, or other assets since that date;
7. Defendants shall provide to counsel for Plaintiff within 7 calendar days after the date of this Order, a sworn statement containing a detailed list of all assets, regardless of however and wherever held by Defendants, their subsidiaries, parent corporations, and other related entities, including but not limited to bank accounts, real estate, stocks, bonds, or other commercial paper, equipment, and personal property exceeding \$500. Separately for each asset, Defendants shall identify the fair market value and percentage of ownership by all persons or entities having an interest in the asset. Defendants shall also identify any claim, security interest, mortgage, lien, or other interest of others and the amount of such.
8. Defendants shall provide to counsel for Plaintiff within 7 calendar days after the date of this Order, a sworn statement containing a detailed list of all assets, however and wherever held by Defendants, their parent corporations, subsidiaries, and related entities, that have been transferred, sold, traded, given away, or disposed of in any manner by Defendants, their subsidiaries, parent corporations, or related

entities, between March 1, 2014, and the date of this Order. Separately for each asset, Defendants shall identify the fair market value and percentage of ownership by all persons or entities having an interest in the asset at any time since March 1, 2014. Defendants shall identify any claim, security interest, mortgage, lien, or other interest of others and the amount of such.

9. Defendants shall produce or make available for inspection to counsel for Plaintiff within 7 calendar days after the date of this Order, all documents referring to or relating to the assets identified in paragraphs 7 and 8 above.
10. Plaintiff shall have the right to take depositions upon 5 calendar days' notice to Defendants or counsel for Defendants which it deems appropriate to learn more about assets and any transfers, sales, assignments thereof, and any other pertinent financial transactions.
11. After compliance with the orders set forth in paragraphs 1 through 9 above, which shall be completed as ordered herein, Defendants may file with the Court motions seeking the release of funds frozen under this preliminary injunction, or seeking the release of property frozen under this preliminary injunction for reasonable living expenses and for other purposes that Defendant desires to set forth.

It is further ORDERED that this preliminary injunction shall remain in force and effect through said time that this case proceeds through trial, judgment, and satisfaction thereof, or until further modified or dissolved by this Court.

The Clerk will enter this Order and send copies to all counsel of record.

U.S. District Court Judge