

IN THE SUPREME COURT OF THE UNITED STATES

No. A-____

TITLEMAX OF VIRGINIA, INC., TITLEMAX OF DELAWARE, INC., CCFI COMPANIES, LLC,
TITLEMAX OF OHIO, INC., TMX FINANCE, LLC, TITLEMAX FUNDING, INC.,
Applicants.

v.

SECRETARY PENNSYLVANIA DEPARTMENT OF BANKING AND SECURITIES,
Respondent.

**APPLICATION TO THE HON. SAMUEL A. ALITO, JR.,
FOR AN EXTENSION OF TIME WITHIN WHICH TO FILE
A PETITION FOR A WRIT OF CERTIORARI TO THE
UNITED STATES COURT OF APPEALS FOR THE THIRD CIRCUIT**

Pursuant to Rules 13.5 and 30.2 of this Court, Applicants TitleMax of Virginia, Inc., TitleMax of Delaware, Inc., CCFI Companies, LLC, TitleMax of Ohio, Inc., TMX Finance, LLC, and TitleMax Funding, Inc., hereby move for an extension of time of 60 days, to and including Friday, July 3, 2026, within which to file a petition for a writ of certiorari to review the judgment in this case. The United States Court of Appeals for the Third Circuit denied rehearing *en banc* on February 3, 2026. *TitleMax of Virginia, Inc., et al. v. Sec’y Penn. Dep’t of Banking and Securities*, Nos. 25-1137 to 25-1140, ECF 94 (3rd Cir. Feb. 3, 2026); App., *infra*, 11–12. Unless extended, the deadline to file a petition is Monday, May 4, 2026. This Court has jurisdiction to review the decision under 28 U.S.C. § 1254(1).

In support of their request, the Applicants state as follows:

1. This case raises important questions about the scope of *Younger* abstention when a state agency asserts jurisdiction to enforce state law beyond its state's borders.

2. In 2024, Respondent, the Secretary of the Pennsylvania Department of Banking and Securities, ordered the six Applicants to show cause why they should not pay \$52.7 million in civil penalties and restitution for violating Pennsylvania's usury laws—the largest enforcement action in the Department's history—even though not one of the Applicants has ever originated or brokered a loan inside Pennsylvania's borders, some of the Applicants have never originated loans anywhere, and at least one of the Applicants was not in operation during the relevant time period. The Applicants defended against this aggressive assertion of state authority by bringing declaratory and injunctive actions in federal court, asserting that Department's enforcement action infringed their constitutional rights. Consistent with each Applicant being a separate entity with distinct rights and interests from the others, the Applicants brought these challenges in their home district courts. The Department, however, successfully moved to transfer venue from these district courts to the United States District Court for the Middle District of Pennsylvania ("District Court"), where the cases were consolidated and heard together.

3. The District Court ultimately granted the Department's motions to dismiss each of the pending cases under the doctrine of *Younger* abstention, disregarding the corporate separateness of the entities involved in the process. *TMX*

Fin. LLC v. Spicher, No. 1:24-CV-02093, 2025 WL 221798, at *4, *14 (M.D. Pa. Jan. 16, 2025).

4. The Applicants appealed, and the United States Court of Appeals for the Third Circuit affirmed. *TitleMax of Virginia, Inc. v. Sec’y Pennsylvania Dep’t of Banking & Sec.*, No. 25-1137, 2026 WL 49584, at *1 (3d Cir. Jan. 7, 2026); App., *infra*, 2. The Court held that the Pennsylvania enforcement action was quasi-criminal and that abstention was warranted because all three factors articulated in *Middlesex Cnty. Ethics Comm. v. Garden State Bar Ass’n*, 457 U.S. 423, 432 (1982), were met. App., *infra*, 5–6.

5. In its *Middlesex* analysis, the court incorporated non-*Younger* reasoning from a prior decision to conclude under the second *Middlesex* factor that “Pennsylvania has a strong interest in prohibiting usury” and that “any burden on interstate commerce from doing so is, at most, incidental.” App., *infra*, 6–7 (quoting *TitleMax of Del., Inc. v. Weissmann*, 24 F.4th 230, 241 (3d Cir. 2022)). The court did not conduct any Commerce Clause analysis beyond this bare conclusion; it declined to consider that Pennsylvania was enforcing its usury laws beyond its own borders and instead simply concluded that “[v]iewed generically, the enforcement of usury laws is important to Pennsylvania.” App., *infra*, 7.

6. Throughout its decision, the court also repeatedly discounted Applicants’ reliance “on the separateness of [their] corporate entities” and concluded—in the absence of any record evidence supporting as much at the motion-to-dismiss stage—that the Applicants’ “corporate affiliations and intertwined

interests” justified treating the six distinct Applicants as a single entity for *Younger* abstention purposes. App., *infra*, 4–7.

7. The Applicants then sought rehearing, which the court denied on February 3, 2026. App., *infra*, 11–12.

8. The Applicants anticipate filing a petition for a writ of certiorari regarding two aspects of *Younger* abstention on which this Court has not yet opined.

9. The first is whether the federal judiciary’s heightened duty to resolve the uniquely federal interests presented in a Commerce Clause challenge to a state’s extraterritorial enforcement of a state law outweighs that state’s interest in enforcing its law such that *Younger* abstention is inappropriate. The courts of appeals have adopted a range of approaches in weighing state interests for *Younger* abstention purposes when considering Commerce Clause claims. The Fourth Circuit, for instance, has determined that the Commerce Clause “structurally creat[ed] an interstate interest” that is so “overwhelming[ly] federal” that “no state interest, for abstention purposes, can be nearly as strong as the same time.” *Harper v. Pub. Serv. Comm’n of W. Va.*, 396 F.3d 348, 356 (4th Cir. 2005). The Third Circuit here, however, discounted the Commerce Clause context entirely and looked solely to Pennsylvania’s “generic” interest in enforcing its own laws. App., *infra*, 7. Moreover, multiple state Attorneys General expressed concern earlier in this litigation that actions like those of Pennsylvania “implicate not only the Commerce Clause but also the very structure of our federal system” that “should compel this Court to decline to apply *Younger* abstention in these circumstances.” Br. of Virginia, South Carolina, Nebraska, and

Utah as Amici Curiae in Supp. of Pl., *TitleMax of Va., Inc. v. Spicher*, No. 7:24-cv-00532 (W.D. Va.), Dkt. 55 (Nov. 20, 2024).

10. The second is whether legally distinct corporate entities with separate rights and interests must be treated independently when assessing the applicability of *Younger* abstention when those entities are all parties to the underlying state court proceeding. This Court recently reaffirmed the longstanding principle that “separately incorporated organizations are separate legal units with distinct legal rights and obligations.” *Galette v. New Jersey Transit Corp.*, 146 S. Ct. 854, 868 (2026) (internal quotation omitted); see *Dewberry Grp., Inc. v. Dewberry Eng’rs Inc.*, 604 U.S. 321, 330 (2025) (cautioning against treating affiliated but distinct corporate entities “as a single entity” in performing a legal analysis). Although this Court has addressed whether individuals with related interests but who are not parties to the state litigation are subject to *Younger* abstention, *Hicks v. Miranda*, 422 U.S. 332, 348–49 (1975); *Doran v. Salem Inn, Inc.*, 422 U.S. 922, 928–29 (1975), it has not considered the implications of corporate separateness on the commonality-of-interest analysis for *Younger* abstention. The Third Circuit’s disregard of the Applicants’ distinct identities and interests below is in conflict with how other circuits have applied this Court’s precedents on unification for *Younger* purposes. See, e.g., *Canatella v. California*, 404 F.3d 1106, 1114 (9th Cir. 2005); *D.L. v. Unified Sch. Dist. No. 497*, 392 F.3d 1223, 1230 (10th Cir. 2004); *Warmus v. Melahn*, 62 F.3d 252, 257 (8th Cir. 1995), *cert. granted, judgment vacated on other grounds*, 517 U.S. 1241 (1996); *Bickham v. Lashof*, 620 F.2d 1238, 1244 (7th Cir. 1980).

11. The Applicants' undersigned counsel respectfully request a 60-day extension of time, to and including Friday, July 3, 2026, within which to file a petition for a writ of certiorari. In addition to scheduled time out of the office, undersigned counsel have and continue to have significant briefing, arbitration, and discovery deadlines, including an opposition due on April 22, 2026, in *McClendon v. TitleMax of Virginia, Inc.*, Dkt. No. 1:23cv865 (M.D.N.C.); an opposition due on April 28, 2026, in *Moreno v. TitleMax of Virginia, Inc.*, Dkt. No. 1:23cv589 (M.D.N.C.); replies in support of motions to amend in multiple cases in the Middle District of North Carolina due on May 6, 2026; a brief due on May 6, 2026, in *Yoon v. Collins*, No. 25-8926 (Vet. App.); a brief due on May 7, 2026, in *Doran v. Collins*, No. 25-8928 (Vet. App.); a reply brief due on May 19, 2026, in *Commonwealth of Virginia v. Secretary of Veterans Affairs*, No. 25-2033 (Fed. Cir.); a response to the complaint filed in *Byrd v. TitleMax of Virginia, Inc.*, Dkt. No. 1:25cv1039, on May 25, 2026; multiple filings due in *Perkins v. Collins*, No. 24-6515 (Vet. App.); an opposition to a motion to quash and general discovery deadlines in *National Funding, Inc. v. Prime Landscape & Construction Corp.*, No. 24CU014599C (Cal. Super. Ct.), and multiple pretrial conferences during this period.

For the foregoing reasons, the Applicants request that a 60-day extension of time, to and including Friday, July 3, 2026, be granted within which the Applicants may file a petition for a writ of certiorari.

April 23, 2026

Respectfully submitted,

/s/ Graham K. Bryant

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TITLEMAX OF OHIO, INC., TMX FINANCE, LLC, TITLEMAX FUNDING, INC.,
Applicants.

v.

SECRETARY PENNSYLVANIA DEPARTMENT OF BANKING AND SECURITIES,
Respondent.

CORPORATE DISCLOSURE STATEMENT

Pursuant to Rule 29.6 of this Court, Applicants TitleMax of Virginia, Inc., TitleMax of Delaware, Inc., CCFI Companies, LLC, TitleMax of Ohio, Inc., TMX Finance, LLC, and TitleMax Funding, Inc., provide the following Corporate Disclosure Statement.

Applicant TMX Finance, LLC is the parent corporation of Applicants TitleMax of Virginia, Inc.; TitleMax of Delaware, Inc.; TitleMax of Ohio, Inc.; and TitleMax Funding, Inc.

Checksmart Financial Company is the parent corporation of Applicant CCFI Companies, LLC.

Project Trident Purchaser, LLC, is the parent corporation of TMX Finance, LLC.

No publicly held corporation owns 10 percent or more of any of the Applicants' stock. No Applicant or parent corporation of an Applicant has an active stock ticker symbol.

April 23, 2026

Respectfully submitted,

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NOT PRECEDENTIAL

UNITED STATES COURT OF APPEALS
FOR THE THIRD CIRCUIT

Nos. 25-1137, 25-1138, 25-1139, 25-1140

TITLEMAX OF VIRGINIA, INC.,
Appellant in No. 25-1137

TITLEMAX OF DELAWARE, INC.,
Appellant in No. 25-1138

CCFI COMPANIES, LLC; TITLEMAX OF OHIO, INC.,
Appellants in No. 25-1139

TMX FINANCE LLC; TITLEMAX FUNDING, INC.,
Appellants in No. 25-1140

v.

SECRETARY PENNSYLVANIA DEPARTMENT OF BANKING AND SECURITIES

On Appeal from the United States District Court
for the Middle District of Pennsylvania
(D.C. Civil Nos. 1:24-cv-2212, 1:24-cv-02224, 1:24-cv-02134, 1:24-cv-02093)
District Judge: Honorable Jennifer P. Wilson

Submitted Pursuant to Third Circuit L.A.R. 34.1(a)
December 12, 2025

Before: KRAUSE, PHIPPS, and FISHER, *Circuit Judges*.

(Filed: January 7, 2026)

OPINION*

FISHER, *Circuit Judge*.

Plaintiffs in this case are a group of affiliated business entities, which we refer to collectively as “TitleMax.” In 2024, the Pennsylvania Department of Banking and Securities ordered TitleMax to show cause why it should not pay civil penalties and restitution for violating Pennsylvania’s usury laws. In response, TitleMax brought several lawsuits against the Secretary of the Department alleging violations of the Commerce Clause, the Full Faith and Credit Clause, and the Fourteenth Amendment. Four of these suits were consolidated in the United States District Court for the Middle District of Pennsylvania. In a thorough and methodical opinion, the District Court concluded that *Younger v. Harris*¹ and its progeny require abstention and dismissed the complaints. TitleMax appeals. We will affirm.²

Although federal courts generally must exercise the jurisdiction granted them, in

* This disposition is not an opinion of the full Court and pursuant to I.O.P. 5.7 does not constitute binding precedent.

¹ 401 U.S. 37 (1971).

² The District Court had jurisdiction under 28 U.S.C. § 1331 (federal questions). We have jurisdiction under 28 U.S.C. § 1291 (final decisions of district courts). We review de novo a district court’s determination of whether to abstain under *Younger. PDX N., Inc. v. Comm’r N.J. Dep’t of Lab. & Workforce Dev.*, 978 F.3d 871, 881–82 n.11 (3d Cir. 2020).

“limited circumstances, . . . ‘the prospect of undue interference with state proceedings counsels against federal relief.’”³ This type of abstention, which we call *Younger* abstention, serves two purposes: promoting comity “by restricting federal courts from interfering with ongoing state judicial proceedings” and restraining federal courts’ equity powers “when state courts provide adequate legal remedies.”⁴

Before abstaining under *Younger*, we ask whether the state proceeding is a civil enforcement proceeding “akin to a criminal prosecution.”⁵ The factors that determine whether a proceeding is quasi-criminal are met here: (1) Pennsylvania commenced the action “in its sovereign capacity”; (2) the proceeding was brought to “sanction” TitleMax “for [a] wrongful act,” namely, charging usurious interest; (3) the proceeding is similar to a criminal action in that there was an “investigation that culminated with the filing of formal charges” through the show-cause order; and (4) as an alternative, Pennsylvania could have pursued criminal enforcement against TitleMax.⁶

TitleMax attacks the third factor, arguing the Department did not properly initiate sanctions after an investigation because TitleMax’s corporate entities are presumed

³ *Altice USA, Inc. v. N.J. Bd. of Pub. Utilities*, 26 F.4th 571, 576 (3d Cir. 2022) (quoting *Sprint Commc’ns, Inc. v. Jacobs*, 571 U.S. 69, 72 (2013)).

⁴ *PDX*, 978 F.3d at 882.

⁵ *Altice*, 26 F.4th at 576 (quoting *Sprint*, 571 U.S. at 72). Two other types of state proceedings may also warrant *Younger* abstention—criminal prosecutions and civil proceedings that further state courts’ judicial functions, *id.*—but neither is at issue here.

⁶ *Id.* (internal quotation marks and citations omitted); *see also* 18 Pa. Stat. §§ 4806.1(h), 4806.3 (imposing penalties for “criminal usury”).

separate. TitleMax contends that the Department did not investigate “TitleMax” because no such entity exists; that the show-cause order “does not allege misconduct by any individual Appellant” because it refers generically to “TitleMax”; and that “several of [the] Appellants have *never even made a single loan to anyone anywhere*” because some of the corporate entities, rather than making consumer loans, provide back-office functions such as human resources and tax services.⁷

*Cannatella v. California*⁸ does not help TitleMax. The parties there—two California attorneys challenging state bar statutes—were “treated independently for purposes of *Younger* abstention” because they were “legally distinct . . . without a sufficiently close relationship or sufficiently intertwined interests.”⁹ Each attorney practiced separately and neither had a direct interest in the other’s disciplinary proceedings, which were not interrelated.¹⁰ That non-relationship is distinguishable from the TitleMax entities’ corporate affiliations and intertwined interests.

A First Circuit case, by contrast, persuasively articulates why TitleMax’s argument fails. A party there argued that *Younger* abstention did not apply because of problems in the state proceedings, including a defective order and an overly long

⁷ Appellants’ Br. 29–32.

⁸ 404 F.3d 1106 (9th Cir. 2005).

⁹ *Id.* at 1116.

¹⁰ *Id.* at 1115.

investigation.¹¹ The First Circuit held that “these alleged shortcomings, though regrettable, are beside the point; courts ordinarily should look to the general class of proceedings” rather than case-specific facts “in determining whether *Younger* abstention applies.”¹² The Court ruled that “procedural defects . . . do not change” a proceeding’s “fundamental character.”¹³ We agree. Any naming defects in the show-cause order do not change the quasi-criminal nature of this general class of Pennsylvania proceedings.

Because the state proceeding is quasi-criminal, we move on to the second step of the *Younger* inquiry: whether abstention is warranted under three additional factors.¹⁴ These “*Middlesex* factors”¹⁵ are met here. First, there were “ongoing . . . judicial proceeding[s]”¹⁶ when TitleMax filed its federal complaints in August 2024, because the Department had initiated the action in June 2024 by filing the show-cause order. The proceedings are “judicial” in nature because they are administrative processes subject to state judicial review.¹⁷ Second, there are “important state interests” at stake¹⁸ because

¹¹ *Sirva Relocation, LLC v. Richie*, 794 F.3d 185, 195 (1st Cir. 2015).

¹² *Id.* (citing *New Orleans Pub. Serv., Inc. v. Council of New Orleans*, 491 U.S. 350, 365 (1989)).

¹³ *Id.*

¹⁴ *Altice*, 26 F.4th at 578.

¹⁵ *Id.*

¹⁶ *Id.* (quoting *Middlesex Cnty. Ethics Comm. v. Garden State Bar Ass’n*, 457 U.S. 423, 432 (1982)).

¹⁷ *See Gonzalez v. Waterfront Comm’n of N.Y. Harbor*, 755 F.3d 176, 183 (3d Cir. 2014); 2 Pa. C.S. § 702 (allowing agency determinations to be appealed to courts).

¹⁸ *Altice*, 26 F.4th at 578 (quoting *Middlesex*, 457 U.S. at 432).

“Pennsylvania has a strong interest in prohibiting usury.”¹⁹ And third, TitleMax may raise its constitutional challenges in the state action.²⁰

TitleMax argues that the state proceedings are not ongoing under the first factor because, under Pennsylvania law, the Department did not serve the show-cause order correctly. Once again, TitleMax relies on the separateness of its corporate entities, contending that the show-cause order was sent to the wrong entities. But once again, any “procedural defects . . . do not change [the] fundamental character” of the state proceeding.²¹ It began before TitleMax filed the federal lawsuits and, thus, was ongoing.

TitleMax argues that the state action does not involve important state interests under the second factor because the federal government’s interest in enforcing the Commerce Clause outweighs Pennsylvania’s interest in enforcing its usury laws. But in TitleMax’s earlier appeal, we held that “Pennsylvania has a strong interest in prohibiting usury”; that “any burden on interstate commerce from doing so is, at most, incidental”; and that “Pennsylvania may therefore investigate and apply its usury laws to TitleMax without violating the Commerce Clause.”²² Contrary to TitleMax’s argument, it makes no difference that *Younger* abstention was not on the table there. We substantively answered

¹⁹ *TitleMax of Del., Inc. v. Weissmann*, 24 F.4th 230, 241 (3d Cir. 2022).

²⁰ “[I]t is sufficient under *Middlesex* that constitutional claims may be raised in state-court judicial review of the administrative proceeding.” *Ohio Civ. Rts. Comm’n v. Dayton Christian Sch., Inc.*, 477 U.S. 619, 629 (1986) (citation omitted).

²¹ *Sirva*, 794 F.3d at 195.

²² *Weissman*, 24 F.4th at 241.

the important-state-interest inquiry of *Middlesex* factor two.

TitleMax also attacks the importance of Pennsylvania’s interests by again waving the flag of corporate separateness. It argues that Pennsylvania’s interest in prohibiting usury is “not relevant here” because “[n]one of the [TitleMax entities] negotiated or made any loans in Pennsylvania.”²³ But this is an inquiry into the merits of the state proceeding—that is, whether Pennsylvania law was violated when some of the TitleMax entities made loans in other states to over 5,000 Pennsylvanians—and “we do not consider the merits ‘when we inquire into the substantiality of the State’s interest in its proceedings.’”²⁴ Instead, we consider “the importance of the generic proceedings to the State.”²⁵ Viewed generically, the enforcement of usury laws is important to Pennsylvania.²⁶

In sum, both steps of the *Younger* analysis are met: the Pennsylvania proceeding is quasi-criminal and the *Middlesex* factors are present. Federal courts should therefore abstain from exercising jurisdiction absent “exceptional circumstances” such as “bad faith.”²⁷ TitleMax argues the Department exhibited bad faith in two ways: it lacked a “theory of liability” because “none of the [TitleMax entities] ever negotiated or made

²³ Appellants’ Br. 43.

²⁴ *PDX*, 978 F.3d at 885 (quoting *O’Neill v. City of Phila.*, 32 F.3d 785, 791–92 (3d Cir. 1994)).

²⁵ *Id.* (quoting *O’Neill*, 32 F.3d at 792).

²⁶ *Weissman*, 24 F.4th at 241.

²⁷ *Mitchum v. Foster*, 407 U.S. 225, 230 (1972) (citation omitted).

loans in Pennsylvania,” and it “fail[ed] to establish jurisdiction . . . through proper service.”²⁸ These by-now-familiar arguments cannot be repurposed to show bad faith, which means bringing an action “without hope” of success.²⁹ The Department’s arguments about why TitleMax is liable for penalties and restitution, and why there is no fatal service defect, are colorable—though we decline to determine the answers.³⁰

Finally, TitleMax argues that some of its claims for relief are prospective and that the District Court improperly abstained, because deciding those claims “would not have interfered with the State Proceeding.”³¹ The first “prospective” claim is what TitleMax now describes as its request for “an injunction against further extraterritorial regulation.”³² What TitleMax actually requested in the complaints were preliminary and permanent injunctions prohibiting the Department “from initiating any action to enforce the June 2024 Subpoena, to enforce the Order to Show Cause, or to further regulate

²⁸ Appellants’ Br. 46–47.

²⁹ *Perez v. Ledesma*, 401 U.S. 82, 85 (1971).

³⁰ TitleMax filed two motions, Dkt. 61, 76, asking us to take judicial notice of hundreds of pages filed in the ongoing state proceeding. TitleMax cites these filings throughout its briefing. We will grant the motions, but the filings do not change our conclusion regarding bad faith—or any other part of our analysis. The filings show that the Department took different positions at different times regarding the availability of interlocutory review of administrative orders. That is not necessarily bad faith, though, because the same rule can lead to different results in different circumstances. Notably, the Commonwealth Court agreed with the Department both times.

³¹ Appellants’ Br. 36.

³² *Id.*

[TitleMax].”³³

A federal-court order that prohibits the Department from regulating TitleMax in the future could interfere with the determination in the state proceeding of whether the Department may regulate TitleMax’s identical past conduct—and not just by “providing persuasive authority,” as TitleMax says.³⁴ “Pennsylvania courts have long recognized the principle that state courts are bound by the judgments of federal courts.”³⁵ Under the Full Faith and Credit Clause, “a federal claim that was the subject of a final federal judgment that directs ongoing compliance from the Commonwealth” has *res judicata* effect in Pennsylvania courts.³⁶ So, contrary to what TitleMax says, the relief it requests could interfere with the state proceeding.³⁷

The second “prospective” claim TitleMax identifies is its request for “declaratory and injunctive relief against the 2024 subpoena.”³⁸ The District Court held this claim was

³³ *See, e.g.*, App. 193.

³⁴ Appellants’ Br. 38.

³⁵ *In re Stevenson*, 40 A.3d 1212, 1225 (Pa. 2012) (quoting *Del. Valley Citizens’ Council for Clean Air v. Commonwealth*, 755 F.2d 38, 44 (3d Cir. 1985)).

³⁶ *Id.*

³⁷ Covering its bases, TitleMax quotes a U.S. Supreme Court opinion to support its argument that “a federal proceeding ‘may well affect, or for practical purposes pre-empt,’ a pending state-court action without triggering *Younger*.” Appellants’ Br. 38 (quoting *New Orleans Pub. Serv.*, 491 U.S. at 373). That part of *New Orleans Public Service* discusses federal-court challenges to state legislative (not judicial) proceedings. *New Orleans Pub. Serv.*, 491 U.S. at 372–73. Because this case involves state judicial (not legislative) proceedings, TitleMax’s *New Orleans Public Service* quotation is irrelevant.

³⁸ Appellants’ Br. 36, 38.

not ripe—that is, the claim did not “present[] a real and substantial threat of harm,” but rather “involve[d] uncertain and contingent events.”³⁹ TitleMax argues the claim is ripe because the subpoena is part of an ongoing campaign that “has a chilling effect on future activity protected by the Dormant Commerce Clause.”⁴⁰ This “chilling effect” is not a concern, however: we have held that “Pennsylvania may . . . investigate and apply its usury laws to TitleMax without violating the Commerce Clause.”⁴¹ So case law forecloses the only argument TitleMax offers to show ripeness.

The District Court correctly abstained from exercising jurisdiction, promoting *Younger*’s twin goals of comity and restraint where the state provides an adequate remedy.⁴² For the foregoing reasons, we will affirm.

³⁹ *Wayne Land & Min. Grp. LLC v. Del. River Basin Comm’n*, 894 F.3d 509, 523 (3d Cir. 2018) (quoting *Surrick v. Killion*, 449 F.3d 520, 527 (3d Cir. 2006)).

⁴⁰ Appellants’ Br. 39.

⁴¹ *Weissman*, 24 F.4th at 241.

⁴² *PDX*, 978 F.3d at 882.

UNITED STATES COURT OF APPEALS
FOR THE THIRD CIRCUIT

Nos. **25-1137, 25-1138, 25-1139 and 25-1140**

TITLEMAX OF VIRGINIA, INC.,
Appellant in no. 25-1137
TITLEMAX OF DELAWARE, INC.,
Appellant in No. 25-1138
CCFI COMPANIES, LLC; TITLEMAX OF OHIO, INC.,
Appellants in No. 25-1139
TMX FINANCE LLC; TITLEMAX FUNDING, INC.,
Appellants in No. 25-1140

v.

SECRETARY PENNSYLVANIA DEPARTMENT OF BANKING AND
SECURITIES

(M.D. Pa. Nos. 1:24-cv-02212, 1:24-cv-02224, 1:24-cv-02134 and 1:24-cv-
02093)

Present: CHAGARES, *Chief Judge*, HARDIMAN, SHWARTZ, KRAUSE,
RESTREPO, BIBAS, PORTER, MATEY, PHIPPS, FREEMAN, MONTGOMERY-
REEVES, CHUNG, BOVE, MASCOTT and FISHER*, *Circuit Judges*

SUR PETITION FOR REHEARING
WITH SUGGESTION FOR REHEARING EN BANC

The petition for rehearing filed by Appellants, TitleMax of Virginia, Inc., TitleMax of Delaware, Inc., CCFI Companies, LLC, TitleMax of Ohio, Inc., TitleMax Funding Inc., and TMX Finance LLC. in the above-entitled case having been submitted to the judges who participated in the decision of this Court and to all the other available circuit judges of the circuit in regular active service, and no judge who concurred in the decision having asked for rehearing, and a majority of the judges of the circuit in regular service

* Judge Fisher's vote is limited to panel rehearing only.

not having voted for rehearing, the petition for rehearing by the panel and the Court en banc, is denied.

BY THE COURT:

s/ D. Michael Fisher

Circuit Judge

Dated: February 3, 2026

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