

**IN THE CIRCUIT COURT OF THE ELEVENTH JUDICIAL  
CIRCUIT IN AND FOR MIAMI-DADE COUNTY, FLORIDA**

CASE NO: 2023-023172-CA-01

SECTION: CA43

JUDGE: Thomas J. Rebull

**Peretz Mockin et al**

Plaintiff(s)

vs.

**Priority Capital Solutions, Inc. et al**

Defendant(s)

**AGREED ORDER GRANTING PLAINTIFFS' EMERGENCY AGREED MOTION FOR  
APPOINTMENT OF RECEIVER AND RELATED RELIEF**

WHEREAS Plaintiffs, Peretz Mockin (“Mockin”), Israel Mogilevsky (“Mogilevsky”), and SC Events Inc., (“SC Events”) (collectively, “Plaintiffs”), have filed a motion for the appointment of a receiver over Priority Capital Solutions, Inc. (“Priority”), KIT Holdings, Inc. (“KIT”), Broad Capital Solutions, LLC (“Capital”), and USD Funding LLC (“USD”) (together, the “Entity Defendants”), with full and exclusive power, duty and authority to administer and manage the business affairs, funds, assets, causes of action and any other property of the Entity Defendants, marshal and safeguard all of their assets, and take whatever actions are necessary for the protection of the creditors of and investors in the Entity Defendants.

WHEREAS, the Plaintiffs have made a sufficient and proper showing in support of the relief requested pursuant to Fla. Stat. § 605.0704, and Fla. Stat. § 607.1432;

WHEREAS, the Entity Defendants passed corporate resolutions appointing a Chief Restructuring Officer (“CRO”) for the purposes of commencing insolvency proceedings to wind down and liquidate the Entity Defendants for the benefit of their creditors and have agreed to the relief requested in this Order;

WHEREAS, defendants Israel Tzivin and Katherine Laird Williams have advised that although they do not agree with the factual allegations of the motion, they have no objection to the entry of this Order as to the Entity Defendants only, without prejudice to their claims and defenses, all of which are maintained;

WHEREAS, the Plaintiffs and Entity Defendants have submitted the credentials of and agreed to Seth Heller, a candidate to be appointed as Receiver of all of the assets, properties, books and records, and other items of the Entity Defendants, including any properties, assets and other items held in their names or their principals' names, and the Plaintiffs and Entity Defendants have advised the Court that this candidate is prepared to assume the responsibility is so ordered by the Court;

IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED that Seth Heller is hereby appointed the Receiver over the Entity Defendants, and is hereby vested with the usual powers and duties of equity receivers in like cases. Without limitation of any kind as to his general duties, the Receiver is specifically authorized, empowered, and directed to:

1. Take immediate possession and have full custody and control of all property, assets, books, records, and estates of every kind and of every nature of the Entity Defendants, whatsoever and wheresoever located belonging to or in the possession of the Entity Defendants, including but not limited to all offices maintained by the Entity Defendants, legal rights, equitable rights, rights of action, rights to payment, accounts receivable, causes, causes of action, claims, defenses, books, papers, data processing records, evidences of debt, instruments, notes, bank accounts, funds, monies, cash, savings accounts, monies held in accounts of any kind, financial accounts, financial rights, syndication rights, security interests, cryptocurrencies of any kind, certificates of deposit, stocks, bonds, debentures and other securities, mortgages, furniture, fixtures, office supplies and equipment, and all real property and personal property of the Entity Defendants wherever situated, whether tangible

or intangible (collectively, the “Receivership Assets”), and to administer such Receivership Assets as is required in order to comply with the directions contained in this Order, and to hold all other assets pending further order of this Court.

2. Investigate the financial affairs of the Entity Defendants and the manner in which the Entity Defendants were conducted and which the affairs of the Entity Defendants and institute such actions and legal proceedings, for the benefit and on behalf of the Entity Defendants and/or their creditors, as the Receiver deems necessary against those individuals, corporations, partnerships, associations and/or unincorporated organizations, which the Receiver may claim have received fraudulent transfers or conveyances, improperly misappropriated or transferred monies or other proceeds directly or indirectly traceable from the Entity Defendants, the other Defendants, their officers, directors, employees, affiliates, subsidiaries, agents or any persons acting in concert or participation with them, or against any transfers of money or other proceeds directly or indirectly traceable from investors in the Entity Defendants; provided such actions may include, but not be limited to, seeking imposition of constructive trusts, disgorgement of profits, recovery and/or avoidance of fraudulent transfers under Florida Statute 726.101, et. seq., fees or otherwise, rescission and restitution, the collection of debts, and such orders from this Court as may be necessary to enforce this Order.
3. Issue discovery and subpoenas to parties and third parties to assist the Receiver in carrying out his duties set forth herein, to assist the Receiver in his investigation set forth in paragraph 2 herein and to marshal the Receivership Assets.
4. Present to this Court periodic reports (no less than quarterly) setting forth all receipts and disbursements of the Entity Defendants and reflecting the efforts of the Receiver in carrying out his duties. The report may be presented verbally to the Court at a status conference or filed with the Court in writing. The first report shall be presented or filed no later than January 2, 2024.

5. Appoint one or more special agents, employ legal counsel, actuaries, accountants, clerks, collections companies, consultants and assistants as the Receiver deems necessary and to fix and pay their reasonable compensation and reasonable expenses, as well as all reasonable expenses of taking possession of the assets and business of the Entity Defendants, and exercising the power granted by this Order, subject to approval by this Court at the time the Receiver accounts to the Court for such expenditures and compensation.
6. Engage people in the Receiver's discretion to assist the Receiver in carrying out the Receiver's duties and responsibilities.
7. Defend, compromise, or settle legal actions, including the instant proceeding, in which the Entity Defendants are a party, commenced either prior to or subsequent to this Order. The Receiver may also waive any attorney-client or other privilege held by the Entity Defendants.
8. Assume control of, and be named as authorized signatory for, all accounts at any bank, brokerage firm or financial institution which has possession, custody or control of any assets or funds, wherever situated, of the Entity Defendants and, upon order of this Court, of any of their subsidiaries, provided that the Receiver deems it necessary.
9. Make or authorize such payments and disbursements from the Receivership Assets taken into control, or thereafter received by the Receiver, and incur, or authorize the incurrence of, such expenses and make, or authorize the making of, such agreements as may be reasonable, necessary, and advisable in discharging the Receiver's duties without further order of the Court; Have access to and review all mail of the Entity Defendants and the mail of the other Defendants received at any office or address of the Entity Defendants. All mail addressed to the Defendants that is opened by the Receiver and, upon inspection, is determined by the Receiver to be personal or attorney-client privileged, shall be promptly delivered to the addressee and the Receiver shall not retain any copy.
10. Notify all known creditors of the Entity Defendants of this proceeding and this Order by

sending a copy of this Order to any known creditors at their email addresses or mailing addresses that are in the possession of the CRO, and further publishing this Order in a newspaper of general publication for three (3) consecutive weeks.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, in connection with the appointment of the Receiver provided for above:

11. The Entity Defendants and all of their directors, officers, agents, employees, attorneys, attorneys-in-fact, shareholders, and other persons who are in custody, possession, or control of any assets, books, records, or other property of the Entity Defendants shall deliver forthwith upon demand such property, monies, books and records to the Receiver, and shall forthwith grant to the Receiver authorization to be a signatory as to all accounts at banks, brokerage firms or financial institutions which have possession, custody or control of any assets or funds in the name of or for the benefit of the Entity Defendants;
12. All banks, brokerage firms, financial institutions, and other business entities which have possession, custody or control of any assets, funds or accounts in the name of, or for the benefit of, the Entity Defendants shall cooperate expeditiously in the granting exclusive control and authorization as a necessary for such accounts and to establish the Receiver as the exclusive signatory as to said assets and accounts.
13. Unless expressly authorized by the Receiver, the Entity Defendants and their principals shall take no action, nor purport to take any action, in the name of or on behalf of the Entity Defendants.
14. The Receiver further is authorized to take depositions, subpoena records, and other discovery. The Entity Defendants and their principals, and respective officers, agents, employees, attorneys, and attorneys-in-fact shall take no action, directly or indirectly, to hinder, obstruct, impair or otherwise interfere with the Receiver in the conduct of the Receiver's duties or to interfere in any manner, directly or indirectly, with the custody,

possession, management, or control by the Receiver of the funds, assets, premises, and choses in action described above.

15. The Receiver, and any counsel whom the Receiver may select, are entitled to reasonable compensation from the Receivership Assets; said amount or amounts of compensation shall be commensurate with their duties and obligations under the circumstances, subject to approval of the Court. The Receiver, his counsel, and other professionals, shall file with the Court no less than quarterly an application for reasonable compensation.

16. During the period of the Receiver's appointment, all persons and entities, including creditors, banks, investors, or others, with actual notice of this Order, are hereby enjoined from taking any and all actions, including without limitation, the commencement or continuation of any action, including any issuance or employment of process, in a judicial, administrative, or other action or proceeding, that was commenced or that could have been commenced before the entry of this Order, or to recover a claim against the Defendant Entities, which arose before the entry of this Order, or which may in any way disturb the Receivership Assets or from prosecuting any actions or proceedings which involve the Receiver or which may affect the Receivership Assets.

17. During the period of this receivership all persons, including creditors, banks, investors, or others, with actual notice of this Order are enjoined from commencing or continuing, including the issuance or employment of process, of a judicial, administrative, or other action proceeding against any of the Entity Defendants.

18. All pending judicial, administrative, or other actions against the Entity Defendants are hereby stayed unless otherwise ordered by this Court. This includes but is not limited to the following cases:

a. Media Group LLC et al. VS KIT Holdings Inc et al..

b. Ramz Media Marketing LLC et al. VS KIT Holdings Inc et al.

c. Elevation Media Group LLC et al. VS Priority Capital Solutions Inc et al..

d. John A Muhaney IV VS Priority Capital Solutions Inc.

e. Ramz Media Marketing LLC VS Priority Capital Solutions Inc et al..

f. Ramz Media Marketing LLC VS Broad Capital Solutions LLC

g. Richard Sargent VS Priority Capital Solutions Inc.

19. The Receiver is fully authorized to commence any proceeding the Receiver may deem necessary and appropriate under the United States Bankruptcy Code for and on behalf of the Entity Defendants.

20. Title to all property, real or personal, all contracts, rights of action and all books and records of the Entity Defendants and their principals, wherever located within or without this state, is vested by operation of law in the Receiver.

21. Upon request by the Receiver, any company providing telephone services to the Entity Defendants shall provide a reference of calls from any number presently assigned to the Entity Defendants and designated by the Receiver or perform any other changes necessary to the conduct of the receivership.

22. Any entity furnishing water, electric, telephone, sewage, garbage or trash removal services to the Entity Defendants shall maintain such service and transfer any such account to the Receiver unless instructed to the contrary by the Receiver.

23. The United States Postal Service is directed to provide any information requested by the Receiver regarding the Entity Defendants, and to handle future deliveries of the mail of the Entity Defendants as directed by the Receiver.

24. No bank, savings and loan association, other financial institution, or any other person or entity shall exercise any form of set-off, alleged set-off, lien, or any form of self-help

whatsoever, or refuse to transfer any funds or assets of the Entity Defendants to the Receiver's control without the permission of this Court.

25. No bond shall be required in connection with the appointment of the Receiver. Except for an act of gross negligence, fraud or recklessness, the Receiver shall not be liable for any loss or damage incurred by the Entity Defendants or by the Receiver's officers, agents or employees, or any other person, by reason of any act performed or omitted to be performed by the Receiver in connection with the discharge of the Receiver's duties and responsibilities.
26. Service of this Order shall be sufficient if made upon the Entity Defendants and their principals by personal service, e-mail, registered mail, or overnight courier.
27. In the event that the Receiver discovers that investor funds received by Entity Defendants have been transferred to other persons or entities, the Receiver shall apply to this Court for an Order giving the Receiver possession of such funds and, if the Receiver deems it advisable, extending this receivership over any person or entity holding such investor funds.
28. The Receiver may, at any time upon prior notice to all parties to this action, apply to this Court for further and/or other instructions or powers, whenever such instructions or additional powers shall be deemed necessary to enable him to perform properly and legally the duties of Receiver, and to maintain, operate, preserve, and protect the assets of the receivership estate.
29. Any party who wishes to object to the appointment of Seth Heller as the Receiver of the Entity Defendants or any of the terms of this Order shall file a written objection in this case within fifteen (15) days of the entry of this Order.
30. The parties shall set this matter on motion calendar for a status conference, within 60 days of the rendition of this order.
30. This Court shall retain exclusive jurisdiction of this matter for all purposes.

**DONE and ORDERED** in Chambers at Miami-Dade County, Florida on this 19th day of September, 2023.

  
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Hon. Thomas J. Rebull

**CIRCUIT COURT JUDGE**

Electronically Signed

No Further Judicial Action Required on **THIS MOTION**

CLERK TO **RECLOSE** CASE IF POST JUDGMENT

**Electronically Served:**

Daniel Y Gielchinsky, dan@dgimlaw.com  
Daniel Y Gielchinsky, eservice@dgimlaw.com  
Daniel Y Gielchinsky, dan\_1836@ecf.courtdrive.com  
Jonathan Groth, jonathan@dgimlaw.com  
Jonathan Groth, colleen@dgimlaw.com  
Jonathan Groth, eservice@dgimlaw.com  
Menachem Mendel Mayberg, menachem@smfirm.com  
Menachem Mendel Mayberg, kassandra@smfirm.com  
Menachem Mendel Mayberg, evelyn@smfirm.com  
Michael S Hoffman, mshoffman@hlalaw.com  
Morgan Benjamin Edelboim, morgan@elrolaw.com

**Physically Served:**