

IN THE CIRCUIT COURT OF THE 11TH
JUDICIAL CIRCUIT IN AND FOR
MIAMI-DADE COUNTY, FLORIDA

In re Assignment for the Benefit of Creditors of: COMPLEX BUSINESS LITIGATION
DIVISION

MODELL’S SPORTING GOODS
ONLINE, INC., a Delaware corporation,

Case No.

Assignor,

To:

JOSEPH J. LUZINSKI,

Assignee.

_____ /

PETITION COMMENCING ASSIGNMENT FOR THE BENEFIT OF CREDITORS

Joseph J. Luzinski (the “Assignee”), solely as the Assignee for the benefit of creditors of
MODELL’S SPORTING GOODS ONLINE, INC., a Delaware corporation (the “Assignor”) and
not individually, by and through his undersigned counsel and in accordance with Florida Statutes
§ 727.104(2)(b), files this Petition Commencing Assignment for the Benefit of Creditors, and
states as follows:

1. This is a Petition for the Assignment for the Benefit of Creditors. This Court has
jurisdiction of this case in accordance with the provisions of Chapter 727 of the Florida Statutes.

2. On April 4, 2024, the Assignee accepted delivery of an irrevocable Assignment for
the benefit of creditors from the Assignor (the “Assignment”). A copy of the Assignment including
the Verification of Assignment and Schedules by Assignor, Acceptance by Assignee, Schedule A
(Creditor List), and Schedule B (List of Assets), is attached hereto as **Exhibit A**.

3. The Assignor has its principal place of business at 1680 Michigan Ave., Ste. 700,
Miami Beach, Miami-Dade County, Florida 33139.



4. The Assignee's office is located at Development Specialists, Inc., 500 E. Broward Boulevard, Suite 1700, Fort Lauderdale, Broward County, Florida 33394.

5. The Assignor is indebted to creditors, is unable to pay its debts, and through this Assignment seeks to provide for the payment of said debts within its resources.

WHEREFORE, the Assignee respectfully requests the Court take jurisdiction of this Assignment for the Benefit of Creditors and for any further relief the Court deems just and proper.

Dated: April 10, 2024

BERGER SINGERMAN LLP
Proposed Counsel for Assignee
1450 Brickell Avenue, Suite 1900
Miami, FL 33131
Telephone: (305) 755-9500
Facsimile: (305) 714-4340

By: /s/ Brian G. Rich

Paul Steven Singerman
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Samuel J. Capuano
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EXHIBIT A

ASSIGNMENT FOR THE BENEFIT OF CREDITORS

THIS ASSIGNMENT is made this ___ day of February, 2024, between MODEL'S SPORTING GOODS ONLINE, INC., with a principal place of business at 1680 Michigan Avenue, Suite 700, Miami Beach, FL 33139, hereinafter "Assignor", and Joseph J. Luzinski of Development Specialists Inc., with a principal place of business located at 500 West Cypress Creek Road, Suite 400, Fort Lauderdale, Florida 33309, hereinafter "Assignee".

WHEREAS, the Assignor has been engaged in the business of ecommerce.

WHEREAS, the Assignor is indebted to creditors, as set forth in Schedule A annexed hereto, is unable to pay its debts as they become due, and is desirous of providing for the payment of its debts, so far as it is possible by an assignment of all of its assets for that purpose.

NOW, THEREFORE, the Assignor, in consideration of the Assignee's acceptance of this Assignment, and for other good and valuable consideration, hereby grants, assigns, conveys, transfers, and sets over, unto the Assignee, his successors and assigns, all of its assets, except such assets as are exempt by law from levy and sale under an execution, including, but not limited to, all real property, fixtures, goods, stock, inventory, equipment, furniture, furnishings, accounts receivable, bank deposits, cash, promissory notes, cash value and proceeds of insurance policies, claims and demands belonging to the Assignor, and all books, records, and electronic data pertaining to all such assets, wherever such assets may be located, hereinafter the "Estate", as which assets are, to the best knowledge and belief of the Assignor, set forth on Schedule B annexed hereto.

The Assignee shall take possession of, and protect and preserve, all such assets and administer the Estate in accordance with the provisions of Chapter 727, Florida Statutes, and shall liquidate the assets of the Estate with reasonable dispatch and convert the Estate into money,

collect all claims and demands hereby assigned as may be collectible, and pay and discharge all reasonable expenses, costs, and disbursements in connection with the execution and administration of this Assignment from the proceeds of such liquidation and collections.

The Assignee shall then pay and discharge in full, to the extent that funds are available in the Estate after payment of administrative expenses, costs, and disbursements, all of the debts and liabilities now due from the Assignor, including interest on such debts and liabilities. If funds of the Estate shall not be sufficient to pay such debts and liabilities in full, the Assignee shall pay from funds of the Estate, such debts and liabilities, on a pro rata basis and in proportion to their priority as set forth in Section 727.114, Florida Statutes. If all debt and liabilities are paid in full, any funds of the Estate remaining shall be returned to the Assignor.

To accomplish the purpose of this Assignment, the Assignor hereby appoints the Assignee its true and lawful attorney, irrevocable, with full power and authority to do all acts and things which may be necessary to execute the Assignment hereby created; to demand and recover from all persons all assets of the Estate; to sue for the recovery of such assets; to execute, acknowledge, and deliver all necessary deeds, instruments, and conveyances; and to appoint one or more attorneys, under him to assist him in carrying out his duties under the Assignment.

The Assignor hereby authorizes the Assignee to sign the name of the Assignor to any check, draft, promissory note, or other instrument in writing which is payable to the order of the Assignor, or to sign the name of the Assignor to any instrument in writing, whenever it shall be necessary to do so, to carry out the purpose of this Assignment.

The Assignee hereby accepts the trust created by the Assignment and agrees with the Assignor that the Assignee will faithfully and without delay carry out its duties under this Assignment.

WITNESSES:

Brett Billy Brett Bietz
Richard Field

ASSIGNOR:

MODELL'S SPORTING GOODS ONLINE, INC.

Maya Burkenroad
By: Maya Burkenroad
Title: Chief Operations Officer

WITNESSES:

Mor Ann
By [Signature]

ASSIGNEE:

Joseph Luzinski

[Signature]

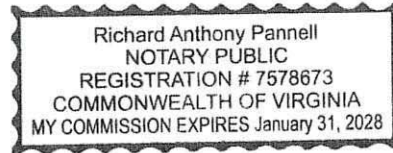
STATE OF VIRGINIA)

COUNTY OF AUGUSTA

I hereby certify that on this ^{4th} 13 day of February 2024, an officer duly authorized in this State and County to take acknowledgments, personally appeared Maya Burkenroad, Chief Operations Officer, duly authorized for and on behalf of MODELL'S SPORTING GOODS ONLINE, INC. as **ASSIGNOR**, and not individually. He/she is personally known to me or has produced PRDL# [REDACTED] as identification, and who executed the foregoing instrument or he acknowledged before me that he/she executed same in such capacity.

My commission expires: 01/31/2028

Richard Anthony Pannell
Notary Public

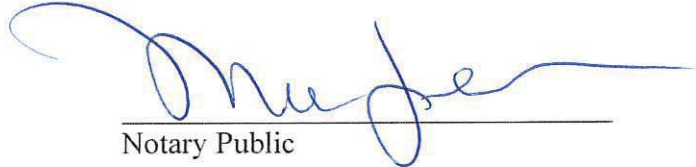


STATE OF FLORIDA)

COUNTY OF BROWARD)

I hereby certify that on this 4th day of April ~~February~~ 2024 an officer duly authorized in this State and County to take acknowledgments, personally appeared Joseph Luzinski of Development Specialists Inc. as ASSIGNEE. He is personally known to me or has produced _____ as identification, who executed the foregoing instrument or acknowledged before me that he executed same.

My commission expires:

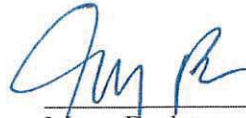


Notary Public



VERIFICATION OF ASSIGNMENT AND SCHEDULES BY ASSIGNOR

The undersigned, Maya Burkenroad, as Chief Operations Officer of MODELL'S SPORTING GOODS ONLINE, INC., hereby verifies the Assignment for the Benefit of Creditors (the "Assignment") of all of its rights, title and interest in and to all of its assets, as indicated on the Schedules to that Assignment as filed with this Court on February ___, 2024, and further verifies each of the facts set forth in the Schedules annexed to the Assignment to the best of my knowledge and belief.



Maya Burkenroad
Chief Operations Officer of Assignor

STATE OF VIRGINIA)

COUNTY OF AUGUSTA)

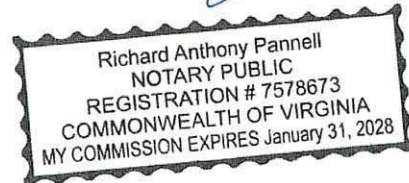
Sworn to and subscribed on this 13th day of February 2024, by Maya Burkenroad as Chief Operations Officer of MODELL'S SPORTING GOODS ONLINE, INC., the Assignor, who is personally known to me or has produced PRD# [REDACTED] as identification and who did take an oath as to the truth of the facts contained in the foregoing Assignment and Schedules.

My commission expires:

01/31/2028



Notary Public



ACCEPTANCE BY ASSIGNEE

The undersigned, Joseph Luzinski of Development Specialists Inc., the Assignee herein, duly acknowledges that the Assignee accepts delivery of the Assignment and that he or she will duly perform the duties imposed upon the Assignee pursuant to chapter 727, Florida Statutes.

[Signature]
Joseph Luzinski, Assignee

STATE OF FLORIDA)

COUNTY OF BROWARD)

Sworn to and subscribed on this 14th day of April, 2024, by Joseph Luzinski of Development Specialists Inc., Assignee, who is personally known to me or has produced _____ as identification.

My commission expires:

[Signature]
Notary Public



Schedule A1: Secured Creditors (as of 2.13.2024)

None.

Schedule A2: Wages Owed (as of 2.13.2024)

None.

Schedule A3: Consumer Deposits (as of 2.13.2024)

None.

Schedule A4: Taxes (as of 2.13.2024)

State	Dept	Address	Email Address	Total Open Balance	Disputed Amount/ Payment Plan?
Georgia	Dept of Revenue	1800 Century Boulevard. Atlanta, GA 30345		\$ 2,503.65	FALSE
Massachusetts	Dept of Revenue	Boston 02241-7089 MA		\$ 3,032.83	FALSE
New York	Dept of Revenue	328 State St. 331. Schenectady 12305-2302 NY		\$ 11,231.03	FALSE
Tennessee	Dept of Revenue	500 Deaderick St. Nashville 37242 TN		\$ 2,324.09	FALSE
Wisconsin	Dept of Revenue	2135 Rimrock Rd. Mason 53708-8901 WI	dorcompliance@wisconsin.gov	\$ 2,482.83	FALSE
Illinois	Marchon	Marchon Eyewear, Inc. 88216 Expedite Way: Chicago: IL 60695-0001		\$ 323.75	FALSE
Pacific Diversified Ins Services	Liberty Mutual	Pacific Diversified Ins Services; 15005 Concord Cr Ste 110; Morgan Hill; CA 95037			FALSE
Delaware	Division of Corporations	Division of Corporations John G. Townsend Bldg. 401 Federal Street, – Suite 4 Dover, DE 19901		\$ 451,926.52	TRUE
Internal Revenue Service		Department of the Treasury Internal Revenue Service Kansas City, MO 64999-0002			FALSE

Schedule A5: Unsecured Creditors (as of 2.13.2024)

Vendor	Address	Email Address	Total Open Balance	Disputed Amount?
Century Martial Arts - DS			\$444.90	FALSE
Cre8 Direct (Sporting Goods) Co., Ltd. - DS			\$4,644.58	FALSE
ICON Health & Fitness Inc - DS			-\$8,235.94	FALSE
Pform Innovations - DS			\$158.90	FALSE
Starlux Games - DS			\$1,363.82	FALSE
Absolute Angel - DS			\$32.77	FALSE
Absorbits - DS			\$140.16	FALSE
Adel Sayegh			\$100,000.00	FALSE
Amirparviz Davoody			\$150,000.00	FALSE
Andrew Rees			\$50,000.00	FALSE
Anna Simpson			\$100,000.00	FALSE
AQS Brand Inc - DS			\$389.61	FALSE
Arron Renfrew			\$200,000.00	FALSE
Ashim Koul			\$75,000.00	FALSE
ASICS - DS			-\$1,907.50	FALSE
Attentive Mobile Inc.			\$142,139.94	FALSE
Aurora Fitness - DS			\$882.01	FALSE
Axil - DS			\$312.34	FALSE
Ben Perkins			\$50,000.00	FALSE
British Knights N.A. LLC - DS			\$24.22	FALSE
Bryan Stahl			\$315,000.00	FALSE
BucknBear Knives - DS			\$398.85	FALSE
Buffalo Outdoors - DS			\$4,687.12	FALSE
C2 Wireless - DS			\$265.04	FALSE
Caliber Games - DS			\$85.95	FALSE
CFT Clear Finance Technology Corporation				FALSE
Champs - DS			\$80.00	FALSE
Champs MMA - DS			\$1,828.12	FALSE
Collectible Exchange - DS			\$4,352.68	FALSE
Creative Outdoors - DS			\$1,234.43	FALSE
CSC			\$666.00	FALSE
D & V Philippines Outsourcing			\$253.65	FALSE
Daphne's HeadCovers - DS			\$26.25	FALSE
Dave Bishoff			\$200,000.00	FALSE
David Alfi			\$50,000.00	FALSE

Schedule A5: Unsecured Creditors (as of 2.13.2024)

Vendor	Address	Email Address	Total Open Balance	Disputed Amount?
David Crandall			\$500,000.00	FALSE
DC			\$30.46	FALSE
Decibel Electronics - DS			\$14.99	FALSE
Dinesh Gauba			\$125,000.00	FALSE
Douglas Willner			\$100,000.00	FALSE
E. Gluck Corporation - DS			-\$90.75	FALSE
Egg Weights - DS			\$130.44	FALSE
Electric Eel Inc - DS			\$1,225.46	FALSE
Elemental - DS			\$82.50	FALSE
Elsie Koh			\$50,000.00	FALSE
Eric McCrite Co-Pastry Footwear - DS			\$365.31	FALSE
Everyone Designs - DS			\$1,221.92	FALSE
Everyone designs Corinth MS - DS			\$1,388.08	FALSE
Everyone Designs Orange, TX			\$98.93	FALSE
Extend Inc.			\$6,946.96	FALSE
FILA USA - DS			-\$2,785.00	FALSE
Fitbar - DS			\$140.40	FALSE
FitFighter - DS			\$63.21	FALSE
Franklin Sports - DS			\$3,016.94	FALSE
Freddy Behin			\$102,500.00	FALSE
FroggToggs - DS			\$2,429.72	FALSE
Gamemaster - DS			\$553.39	FALSE
George Caravousanos			\$102,500.00	FALSE
Get Movin Sports			\$224.07	FALSE
GLD - DS			\$424.75	FALSE
Gobi Heat - DS			\$1,682.81	FALSE
Gold Medal Inc. - DS			\$623.20	FALSE
Golf gifts - DS			\$1,785.84	FALSE
Gorilla Fitness LLC - DS			\$376.18	FALSE

Schedule A5: Unsecured Creditors (as of 2.13.2024)

Vendor	Address	Email Address	Total Open Balance	Disputed Amount?
Grill Time - DS			\$67.90	FALSE
GustBuster LTD - DS			\$106.82	FALSE
Hidrate Inc - DS			\$29.08	FALSE
HoloGear - DS			\$1,520.42	FALSE
Hypercel - DS			\$96.97	FALSE
I-Slide - DS			\$117.50	FALSE
Infinity Classics- Memoi - DS			\$779.73	FALSE
INUSA - DS			\$157.03	FALSE
Iron Gloves - DS			\$119.31	FALSE
Jeetish - DS			\$6,730.37	FALSE
JerkFit LLC - DS			\$320.07	FALSE
John Melton			\$200,000.00	FALSE
Joseph Bertao			\$50,000.00	FALSE
Justin Donald			\$500,000.00	FALSE
JWM Wholesale			\$301.00	FALSE
Kamal Dagly			\$50,000.00	FALSE
Kannan Govindasamy			\$50,000.00	FALSE
Kanut stellar Accessories - DS			\$40.80	FALSE
KettlerUSA - DS			\$92.76	FALSE
Kittrich Corp. - DS			\$17.05	FALSE
Klaviyo			\$84,457.67	FALSE
Kulie Bike Bags - DS			\$74.16	FALSE
Lapine Associates - DS			\$31.50	FALSE
Lee Richter			\$50,000.00	FALSE

Schedule A5: Unsecured Creditors (as of 2.13.2024)

Vendor	Address	Email Address	Total Open Balance	Disputed Amount?
LJO - DS			\$513.95	FALSE
LongLat - DS			\$320.60	FALSE
Luttrell Investments Inc - DS			\$299.25	FALSE
Maccabi art - DS			\$706.08	FALSE
Magnolia Lane - DS			\$567.55	FALSE
Marchon - DS			\$319.41	FALSE
Marco Santarelli			\$500,000.00	FALSE
Mario Sturion			\$100,000.00	FALSE
MARK C CALLION			\$50,000.00	FALSE
Meios Inc. DBA-Osiris Shoes - DS			\$587.83	FALSE
Meko Outdoors - DS			\$238.92	FALSE
Melissa Jane Curtiss			\$150,000.00	FALSE
Michael Oosten			\$50,000.00	FALSE
Michael Petersen			\$300,000.00	FALSE
Mountain Shades Inc. (DBA Optic Nerve Eyewear)			\$38.74	FALSE
My Soxy Feet - DS			\$30.00	FALSE
Narbik Babakhanian			\$50,000.00	FALSE
National Sporting Goods - DS			\$1,524.79	FALSE
Natus Sports Fontana CA - DS			\$1,108.90	FALSE
Natus Sports Regal Fife WA - DS			\$10,100.05	FALSE
Neil Patel Digital			\$10,000.00	FALSE
New Apparel (Harvic) - DS			\$3,135.15	FALSE
Nisha Gupta			\$310,000.00	FALSE
OVICX Technology Group - DS			\$3,148.74	FALSE
Paul Nash			\$100,000.00	FALSE
Penalty Box Training - DS			\$58.50	FALSE
Phil Segal			\$30,000.00	FALSE
Picnic Time Inc - DS			\$129.28	FALSE
Planetary Design - DS			\$208.76	FALSE
PopBoard INC - DS			\$983.02	FALSE
Power Plate - DS			\$275.00	FALSE
PRCTZ - DS			\$6,099.22	FALSE

Schedule A5: Unsecured Creditors (as of 2.13.2024)

Vendor	Address	Email Address	Total Open Balance	Disputed Amount?
Precision Products LLC dba Freeheart Drinkware - DS			\$113.00	FALSE
Premier Fitness Pro - DS			\$6,617.17	FALSE
Prevention - DS			\$143.25	FALSE
Rachid Idrissi			\$100,000.00	FALSE
Rajesh Gupta			\$2,190,000.00	FALSE
Rapid Phone Center			\$2,266.50	FALSE
Rawlings Sporting Goods Company Inc. - DS			-\$151.56	FALSE
Razor - DS			\$0.30	FALSE
RDX Sports - DS			\$471.09	FALSE
Rebecca Pena Reyes			\$100,000.00	FALSE
Reliable of Milwaukee-Mukluks - DS			\$14.75	FALSE
Retail Ecommerce Ventures LLC			\$15,808,803.36	FALSE
Richard Bertagnole			\$100,000.00	FALSE
Richard Jessop			\$622,000.00	FALSE
Rico Inc. - DS			\$168.07	FALSE
Riskified			\$1,038.98	FALSE
Ron Kohen			\$1,143.00	FALSE
SafeTGard - DS			\$228.18	FALSE
Sam Prentice			\$50,000.00	FALSE
Schiek Sports - DS			\$422.87	FALSE
Scott London			\$100,000.00	FALSE
Sean Gibson			\$50,000.00	FALSE
Shelter Fitness - DS			\$326.65	FALSE
Southern Telecom - DS			\$362.24	FALSE
Spalding - DS			-\$169.29	FALSE
Speedminton - DS			\$115.90	FALSE

Schedule A5: Unsecured Creditors (as of 2.13.2024)

Vendor	Address	Email Address	Total Open Balance	Disputed Amount?
Spiderz gloves - DS			\$1,182.86	FALSE
Spirit Fitness - DS			\$12,250.00	FALSE
Splitz LLC - DS			\$12.57	FALSE
SPORTS LICENSING SOLUTIONS LLC - DS			\$395.17	FALSE
Stansport - DS			\$87.81	FALSE
STKR Concepts - DS			\$274.11	FALSE
STRON USA INC - DS			\$666.01	FALSE
Sunil Lavani			\$100,000.00	FALSE
Sunny Fitness - DS			\$2,565.47	FALSE
Surf-9 - DS			\$36.75	FALSE
Swim USA - Reebok - DS			\$49.11	FALSE
Swing Juice LLC - DS			\$320.72	FALSE
Swiss Gear - DS			\$180.51	FALSE
Tagco - DS			\$356.97	FALSE
The Levy Group - DS			\$118.74	FALSE
ThrowMax - DS			\$30.40	FALSE
TKO Strength and Performance Inc. - DS			-\$1,708.74	FALSE
Todd Bertagnole			\$60,000.00	FALSE
Trakk - DS			\$305.04	FALSE
Trend Tech Brands - DS			\$9.80	FALSE
TS Ideal Products - DS			\$342.42	FALSE
Unified Accessories - DS			\$165.62	FALSE
UPM Global - DS			\$13.00	FALSE

Schedule A5: Unsecured Creditors (as of 2.13.2024)

Vendor	Address	Email Address	Total Open Balance	Disputed Amount?
Viatek - DS	[REDACTED]		\$584.34	FALSE
Virtual Worker Now			\$14,556.18	FALSE
Will Duffy			\$300,000.00	FALSE
William John Infantine			\$50,000.00	FALSE
Wolverine Worldwide - DS			-\$3,772.00	FALSE
Xtreme time - DS			\$1,165.71	FALSE
Zeno Gym - DS			\$1,254.40	FALSE
zephz - DS			-\$5,838.53	FALSE
Ziva USA LTD - DS			\$583.63	FALSE

Schedule A6: Leases (as of 2.13.2024)

None.

Schedule A7: Owners/Shareholders (as of 2.13.2024)

Contact Person	Contact Email	Contact Address	Capital Contribution
Amirparviz Davoody			
Bart Claessens			
Darwin Dahlgren			
Douglas Willner			
Jerome Maldonado			
Khashayar Rastan			
Mario Sturion			
Michael Petersen			
Paul Kwiatkowski			
Pavel Novotny			
Retail Ecommerce Ventures LLC			
Robert Leonard			
Scott London			
SG55 Upstart Holdings, LLC			
Shed Heel Patient Capital, LLC			
Siaka Yusuf			
Tracey Hopkins			

**Schedule A8: Pending Litigation and Opposing
Counsel of Record (as of 2.13.2024)**

None.

SCHEDULE B - LIST OF ASSETS

List each category of assets and for each give approximate value obtainable for the assets on the date of the Assignment, and address where assets are located.

DESCRIPTION AND LOCATION	LIQUIDATION VALUE AT DATE OF ASSIGNMENT
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I. NONEXEMPT PROPERTY:

1. REAL ESTATE/Legal Description/Street Address/leasehold interests.
None.
2. FURNITURE/FIXTURES:
None.
3. CASH AND BANK ACCOUNTS:
None.
4. INVENTORY:
None.
5. ACCOUNTS RECEIVABLE:
None.
6. EQUIPMENT:
None.
7. PREPAID EXPENSES, including deposits, insurance, rents, and utilities
None.
8. OTHER, including loans to third parties, claims, and choses in action:
None.

II. EXEMPT PROPERTY: