

EXHIBIT 1

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

ARTHUR NADEL,
SCOOP CAPITAL, LLC,
SCOOP MANAGEMENT, INC.,

CASE NO.: 8:09-cv-0087-T-26TBM

Defendants,

SCOOP REAL ESTATE, L.P.,
VALHALLA INVESTMENT PARTNERS, L.P.,
VALHALLA MANAGEMENT, INC.,
VICTORY FUND, LTD,
VIKING IRA FUND, LLC,
VIKING FUND, LLC, AND
VIKING MANAGEMENT, LLC.

Relief Defendants. /

ORDER

Before the Court is the Receiver's Unopposed Motion to Approve Sale of the Assets of Respiro, Inc. (the "Motion") (Dkt. _____). Upon due consideration of the Receiver's powers as set forth in the Order Appointing Receiver (Dkt. 8) and the Orders Reappointing Receiver (Dkts. 140, 316, 493, and 935), it is **ORDERED AND ADJUDGED** that the Motion (Dkt. _____) is **GRANTED**.

The Court finds that the sale reflected in the Motion is in the best interest of the Receivership estate for the reasons detailed in the Motion. The Court also finds that the Motion includes sufficient grounds for waiving the requirements of 28 U.S.C. § 2001(b) for three independent appraisals and publication of the terms of the sale under the discretion afforded this Court by 28 U.S.C. § 2004.

The Receiver is hereby authorized to sell the assets of Respiro, Inc., as detailed in Exhibit 2 to the Motion, in the manner set forth in the Motion, and such sale will be free and clear of any and all claims, liens, and encumbrances.

DONE and ORDERED in chambers in Tampa, Florida this ____ day of _____, 2013.

RICHARD A. LAZZARA
UNITED STATES DISTRICT JUDGE

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Counsel of Record