

UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF FLORIDA  
TAMPA DIVISION

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

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

Defendants.

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

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

Relief Defendants.

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**ORDER**

Before the Court is the Receiver's Unopposed Verified Motion for Approval of Agreement Regarding Sale of Securities of Endai Marketing Growth, Inc. (the "Motion") (Dkt. \_\_\_\_). Upon due consideration of the Receiver's powers as set forth in the Order Appointing Receiver (Dkt. 8), the Orders Reappointing Receiver (Dkts. 140, 316, and 493), and applicable law, it is **ORDERED AND ADJUDGED** that the Motion is **GRANTED**.

The Stock Purchase Agreement (the “Agreement”) between the Receiver and Endai Marketing Growth, Inc. (“Endai”), a copy of which is attached as Exhibit 2 to the Motion (Dkt. \_\_\_\_), is hereby approved. The Receiver is authorized to enter into and complete the transaction reflected in the Agreement in accordance with the terms of the Agreement, including the transfer of all shares of Endai common stock (the “Shares”) held by the Receivership estate. Any and all claims relating to the Receivership estate’s holdings of the Shares are hereby extinguished, and the transfer of the Receivership’s Shares to Endai in accordance with the terms of the Agreement will be free and clear of any and all liens, claims, or encumbrances.

The Court finds that the transaction reflected in the Agreement 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 publication of the terms of that transaction and finding that the Receiver has substantially complied with the appraisal requirements under the discretion afforded this Court by 28 U.S.C. § 2004.

Finally, the Court finds that in light of the fact that no known claim, lien, or encumbrance relating to the Receivership estate’s holdings of the Shares is outstanding, in lieu of a hearing on the Motion, the filing of the Motion in the Court’s public docket and its publication on the Receivership’s website provided sufficient notice and opportunity for any interested party to be heard in accordance with 28 U.S.C. § 2001(b).

**DONE** and **ORDERED** in chambers in Tampa, Florida this \_\_\_\_ day of \_\_\_\_\_, 2012.

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RICHARD A. LAZZARA  
UNITED STATES DISTRICT JUDGE

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Counsel of Record