

**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.

ORDER

Before the Court is the Receiver's Unopposed Verified Motion for Approval of Agreement Regarding Repayment of Debt, Termination of Rights and Repurchase of Securities Relating to Bonds.com (the "Motion") (Dkt. 81). 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 Agreement Regarding the Repayment of Debt, Termination of Rights and Repurchase of Securities (the "Agreement") between (i) the Receiver and (ii) Bonds.com Group, Inc. and Bonds.com Holdings, Inc. (collectively, "Bonds.com"), a copy of which is attached as Exhibit A to the Declaration of Burton W. Wiand, as Receiver, in Support of the Receiver's Unopposed Verified Motion for Approval of Agreement Regarding Repayment of Debt, Termination of Rights and Repurchase of Securities Relating to Bonds.com (the "Receiver's Declaration") (Dkt. FLY), 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 (i) the retirement of all indebtedness of Bonds.com held by the Receivership estate; (ii) the termination of all rights held by the Receivership estate to receive additional shares of Bonds.com common stock pursuant to certain Promissory Notes evidencing indebtedness owed by Bonds.com to the Receivership estate; and (iii) the repurchase by Bonds.com of 7,582,850 shares of common stock held by the Receiver, subject to the satisfaction of certain conditions detailed in the Agreement. Any and all claims relating to the Receivership estate's interests in Bonds.com are hereby extinguished, and all transfers of the Receivership estate's interests in Bonds.com to Bonds.com in accordance with the terms of the Agreement, including the transfer of Bonds.com common stock, 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 and the Receiver's

Declaration. The Court also finds that, to the extent 28 U.S.C. §§ 2001 and 2004 apply to the transaction reflected in the Agreement, the Motion and the Receiver's Declaration include sufficient grounds for waiving the requirements of 28 U.S.C. § 2001(b) for three independent appraisals and publication of the terms of that transaction 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 interests in Bonds.com 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 13 day of April, 2012.



RICHARD A. LAZZARA
UNITED STATES DISTRICT JUDGE

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Counsel of Record