

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF INDIANA  
INDIANAPOLIS DIVISION

UNITED STATES SECURITIES )  
AND EXCHANGE COMMISSION, )  
) )  
Plaintiff, )  
) )  
v. )  
) )  
VEROS PARTNERS, INC., )  
MATTHEW D. HAAB, )  
JEFFERY B. RISINGER, )  
VEROS FARM LOAN HOLDING LLC, )  
TOBIN J. SENEFELD, )  
FARMGROWCAP LLC, )  
PINCAP LLC, )  
) )  
Defendants, )  
) )  
PIN FINANCIAL LLC, )  
) )  
Relief Defendant. )

Case No. 1:15-cv-659-JMS-MJD

**STIPULATION REGARDING PROPOSED SALE OF  
CERTAIN VEROS PARTNERS, INC. ASSETS**

Plaintiff, U.S. Securities and Exchange Commission (“SEC”), Defendant, Veros Partners, Inc. (“Veros”), the Receiver, William E. Wendling, Jr., and Veros’ secured creditor, MainSource Bank (“MainSource”), jointly request the modification of the asset freeze provision of the Court’s preliminary injunction (Filing No. 48), in order to allow the sale of certain assets previously proposed by Veros to proceed (Filing No. 91), hereby stipulate to and request Court approval of the following:

1. The SEC and the Receiver consent to the proposed asset sale transactions between Veros and Trueblaze, LLC and Veros and MW Banks Consulting, LLC, provided that \$150,000.00 of the gross proceeds from these transactions are deposited with the Clerk of Court,

to be placed in a segregated, interest-bearing accounting referencing this case, immediately after the closing of the proposed transactions.

2. MainSource consents to the proposed asset sale transactions between Veros and Trueblaze, LLC and Veros and MW Banks Consulting, LLC and will release its security interest in the assets proposed to be sold conditioned on the following:

(a) MainSource receives \$155,000.00 of the gross sale proceeds from the proposed asset sale transactions between Veros and Trueblaze, LLC and MW Banks Consulting, LLC immediately at the closing of those transactions;

(b) The asset freeze on Veros' bank account maintained at MainSource (Account No. XXXX0616) is lifted and MainSource is allowed to apply all previously frozen funds in that account to its secured claim;

(c) MainSource receives immediate payment of \$33,500.00 from Veros from the funds currently maintained in Veros' Sundry account to be applied to MainSource's secured claim;

(d) Veros agrees to pay to MainSource \$37,000.00 from the fees generated by Veros in the third quarter of 2015 through Veros' wealth management business promptly upon collection;

(e) Veros agrees to pay to MainSource \$15,000.00 from the fees generated by Veros in the fourth quarter of 2015 through Veros' wealth management business promptly upon collection;

(f) The obligors of MainSource's loans to Veros execute reaffirmations of their indebtedness and all other obligations to MainSource pursuant to the loans in favor of MainSource in forms acceptable to MainSource; and

(g) MainSource reserves all of its rights and claims against all obligors of MainSource's loans to Veros and its security interests in all Veros assets, except those assets are the subject of the proposed asset sale transactions between Veros and Trueblaze, LLC and MW Banks Consulting, LLC.

3. Veros Partners consents to all of the foregoing.

4. All parties consent to the modification of the asset freeze provision of the Court's Preliminary Injunction Order (Filing No. 48).

WHEREFORE, the SEC, Veros, Receiver and MainSource request Court approval of the foregoing.

Respectfully submitted,

Veros Partners, Inc.

MainSource Bank

*/s/ F. Anthony Paganelli*

*/s/ Joshua W. Casselman*

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U.S. Securities and Exchange Commission

William E. Wendling, Jr., Receiver

*/s/ Robert M. Moye*

*/s/ Anne Hensley Poindexter*

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