

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, and)

Defendants,)

PIN FINANCIAL LLC,)

Relief Defendant.)

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

TEMPORARY RESTRAINING ORDER

Having considered the motion for a temporary restraining order and other equitable relief filed by plaintiff Securities and Exchange Commission (“Commission”), as well as the Complaint, the Commission’s memorandum of law and accompanying evidentiary materials, and oral argument at the hearing, the Court finds that the Commission has made a proper prima facie showing that: (i) defendants directly or indirectly engaged in the violations alleged in the Complaint; (ii) there is a reasonable likelihood that these violations will be repeated; (iii) unless restrained and enjoined by Order of this Court, defendants may dissipate, conceal or transfer from the jurisdiction of this Court assets which could be subject to an order of disgorgement or an order to pay a civil monetary penalty in this action; and (iv) entry of a temporary restraining order, order freezing assets, and order for

other equitable relief, including an accounting, is necessary to preserve the status quo. In consideration of the foregoing, the Court being fully advised in the premises, and pending determination of the Commission's motion for a preliminary injunction:

I. ORDER RESTRAINING DEFENDANTS FROM VIOLATING THE FEDERAL SECURITIES LAWS

IT IS HEREBY ORDERED that defendants and each of their officers agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, including facsimile transmission or overnight delivery service, are restrained from violating Section 17(a) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. § 77q(a)] in the offer or sale of any securities by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

IT IS HEREBY FURTHER ORDERED that defendants and each of their officers agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, including facsimile transmission or overnight delivery service, are restrained from violating Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17

C.F.R. § 240.10b-5], directly or indirectly, by the use of any means or instrumentality of interstate commerce, or of the mails or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or
- (c) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

IT IS HEREBY FURTHER ORDERED that defendants Matthew D. Haab and Veros Partners, Inc. and each of their officers agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, including facsimile transmission or overnight delivery service, are restrained from violating Section 206(1) of the Investment Advisers Act of 1940 (“Advisers Act”) [15 U.S.C. §§ 80b-6(1)] by, as an investment adviser, use of the mails or any means or instrumentality of interstate commerce, directly or indirectly, to employ any device, scheme, or artifice to defraud any client or prospective client.

IT IS HEREBY FURTHER ORDERED that defendants Matthew D. Haab and Veros Partners, Inc. and each of their officers agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, including facsimile transmission or overnight delivery service, are restrained from violating Section 206(2) of the Advisers Act [15 U.S.C. §§ 80b-6(2)], by, as an investment adviser, use of the mails or any means or instrumentality of interstate commerce, directly or indirectly, to engage in any transaction, practice, or course of business which operates as a fraud or deceit upon any client or prospective client.

II. ORDER PROHIBITING DEFENDANTS FROM SOLICITING INVESTORS

IT IS HEREBY FURTHER ORDERED that defendants Matthew D. Haab, Jeffery B. Risinger, Tobin J. Senefeld, Veros Farm Loan Holding LLC, FarmGrowCap LLC, PinCap LLC, and each of their agents, servants, employees and attorneys and those persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, including facsimile transmission, electronic mail, or overnight delivery service, are hereby prohibited from soliciting, accepting, or depositing any monies from actual or prospective investors pending the resolution of this action.

IT IS HEREBY FURTHER ORDERED that defendant Veros Partners, Inc. and each of its agents, servants, employees and attorneys and those persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, including facsimile transmission, electronic mail, or overnight delivery service, are hereby prohibited from soliciting, accepting, or depositing any monies from actual or prospective investors in connection with any private offering of securities pending the resolution of this action.

III. ORDER FREEZING ASSETS

IT IS HEREBY FURTHER ORDERED that:

A. Defendants and each of their officers, agents, servants, employees and attorneys and those persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, including facsimile transmission, electronic mail, or overnight delivery service, shall hold and retain funds and other assets of defendants and presently held by them, for their direct or indirect benefit, under their direct or indirect control or over which they exercise actual or apparent investment or other authority (including assets held in the name of or for the benefit of defendants), in whatever form such assets may presently exist and wherever located, and shall prevent any withdrawal, sale, payment (including, but not limited to, any charges

on any credit card or draws on any other credit arrangement), transfer, dissipation, assignment, pledge, alienation, encumbrance, disposal, or diminution in value of any such funds or other assets, which are hereby frozen, including, but not limited to, such funds held in the following accounts:

Institution	Account Number	Account Name
MainSource Bank	xxx4682	Veros Partners Inc.
MainSource Bank	xxx7557	Veros Partners Inc.
MainSource Bank	xxx7816	Pincap LLC
MainSource Bank	xxx6505	Veros Partners Inc.
MainSource Bank	xxx6518	Veros Partners Inc.
MainSource Bank	xxx6521	Veros Partners Inc.
MainSource Bank	xxx6806	Veros Partners Inc.
MainSource Bank	xxx7290	Veros Partners Inc.
MainSource Bank	xxx6456	Veros Partners Inc.
MainSource Bank	xxx6163	Veros Partners Inc.
MainSource Bank	xxx7010	Veros Partners Inc.
MainSource Bank	xxx8190	Veros Partners Inc.
MainSource Bank	xxx9018	Veros Partners Inc.
MainSource Bank	xxx0616	Veros Partners Inc.
MainSource Bank	xxx0878	Veros Investments LLC
Citibank	xxx4850	Pin Financial LLC
Huntington National Bank	xxx7974	Haab Checking Account
BMO Harris	xxx9768	Haab Checking Account
JP Morgan Chase	xxx9709	Haab Checking Account
TD Ameritrade	xxx2550	Haab Brokerage Account
Equity Trust Company	xxx0491	Risinger Custodian IRA Account
Forum Credit Union	xxx5683	Senefeld Checking Account
Forum Credit Union	xxx5718	Senefeld Money Market Account
Chase Bank	xxx8507	Risinger Checking Account
TD Ameritrade	xxx8445	Haab Veros Partners 401k
TD Ameritrade	xxx9630	Haab Veros Partners Simple

		IRA
TD Ameritrade	xxx9640	Haab Roth IRA
Chase Bank	xxx1050	Risinger Savings Account
Chase Bank	xxx1022	Risinger Traditional IRA
Chase Bank	xxx0084	Risinger Savings Account
Chase Bank	xxx0308	Risinger Savings Account
Fifth/Third Bank	xxx4727	Senefeld Checking Account
Fifth/Third Bank	xxx5852	Risinger- SunPie LLC- Business Checking Account
Fifth/Third Bank	xxx6561	Risinger Business Checking
Fifth/Third Bank	xxx9623	Senefeld Money Market
Huntington National Bank	xxx9290	Tobin and Mary Senefeld

B. All banks, brokerage and other financial institutions and other persons or entities which receive actual notice of this Order by personal service or otherwise, including facsimile transmissions, electronic mail, or overnight delivery service, holding any funds or other assets in the name, for the direct or indirect benefit, or under the direct or indirect control of defendants or over which defendants exercise actual or apparent investment or other authority (including assets in the name of defendants), in whatever form such assets may presently exist and wherever located, including but not limited to all such funds held in the accounts listed in Paragraph A above, shall hold and retain within their control and prohibit the withdrawal, removal, sale, payment (including, but not limited to, any charges on any credit card or draws on any other credit arrangement), transfer, dissipation, assignment, pledge, alienation, encumbrance, diminution in value, or other disposal of any such funds or other assets; and that such funds and assets are hereby frozen.

IT IS HEREBY FURTHER ORDERED that relief defendant Pin Financial LLC and all other persons who hold or possess the direct or indirect proceeds of the misconduct described in the Complaint in whatever form such funds or other assets may presently exist, who receive actual notice of this Order, by personal service or otherwise, including facsimile transmission, electronic mail, or overnight delivery service, shall hold and retain such funds and assets and

shall prevent any withdrawal, sale, payment (including, but not limited to, any charges on any credit card or draws on any other credit arrangement), transfer, dissipation, assignment, pledge, alienation, encumbrance, disposal, or diminution in value of any such funds or other assets, which are hereby frozen.

IV. ORDER REQUIRING DEFENDANTS TO SUBMIT AN ACCOUNTING

IT IS HEREBY FURTHER ORDERED that defendants shall submit in writing and serve upon the Commission, within **seven (7) business days** following service of this Order upon them, an accounting identifying:

A. All transfers or payments of funds to them or any other entity controlled by them from investors or clients in connection with the misconduct described in the Complaint (the identification shall include the amount of each such transfer or payment, the date of the transfer or payment, and the name, address, account number and financial institution of the party making and the party receiving the transfer or payment);

B. In detail, the precise disposition of each transfer or payment identified in response to paragraph A above and all assets derived therefrom, including but not limited to (i) the nature and results of any investment in which the funds were used; (ii) any subsequent transfer or payment of the funds (the identification shall include the amount of each such transfer or payment, the date of the transfer or payment, the name, address, account number and financial institution of the party making and receiving the transfer or payment, and the reason for the transfer or payment); (iii) any fees or expenses charged and a detailed statement of the nature and purpose of such fees and expenses, (iv) by name and address, all persons, entities and accounts currently holding funds or assets derived from the transfers or payments described in paragraph A above and the reason each received the funds or assets (the identification shall include the amount each received, the date received, the reason received, the institution and account number or location in which the funds or

other assets are held and the name, address, account number and financial institution of the person or entity who provided each with the funds or other assets);

C. Assets of every type and description with a value of at least one thousand dollars (\$1,000) presently owned by or held for the direct or indirect benefit, or subject to the direct or indirect control, of defendants, whether in the United States or elsewhere; and

D. All accounts held at any bank, brokerage or other financial institution in the United States or elsewhere in the name, for the direct or indirect benefit, or under the direct or indirect control, of defendants, or in which defendants have or had any direct or indirect beneficial interest, at any time from January 1, 2012 to the present.

V. ORDER REQUIRING DEFENDANS TO PRESERVE DOCUMENTS

IT IS HEREBY FURTHER ORDERED that defendants and each of their officers, agents, servants, employees and attorneys and those persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, including facsimile transmission, electronic mail, or overnight delivery service, are hereby restrained from destroying, mutilating, concealing, altering, disposing, or transferring custody of any items, including but not limited to any books, records, documents, correspondence, contracts, agreements, assignments, obligations, tape recordings, computer media or other property relating to defendants or the misconduct described in the Complaint.

VI. ORDER APPOINTING A RECEIVER

IT IS HEREBY FURTHER ORDERED that a Receiver be appointed in this matter. Within **five (5) business days** of this Order, the SEC shall nominate for the Court's consideration a candidate to serve as Receiver, or the Court may also appoint a Receiver of its own selection.

VII. ORDER FOR PRELIMINARY INJUNCTION HEARING

IT IS HEREBY FURTHER ORDERED that defendants wishing to be heard on this matter shall appear in this Court, on the Commission's motion for preliminary injunction, before the Honorable Judge Jane Magnus-Stinson, at **1:00 p.m., on the 1st day of May, 2015** in Courtroom 307 of the United States District Court for the Southern District of Indiana, Indianapolis Division, located at 46 East Ohio Street, Indianapolis, Indiana 46204, as soon thereafter as the matter can be heard, to show cause, if there be any, why this Court should not enter a preliminary injunction and order preliminary relief against defendants, pursuant to Rule 65 of the Federal Rules of Civil Procedure, or extending the temporary relief granted in this Order pending a final adjudication on the merits.

IT IS HEREBY FURTHER ORDERED that, alternatively, at the time of the hearing set forth above, this Court may extend this Order pending a hearing on the Commission's motion for a preliminary injunction.

IT IS HEREBY FURTHER ORDERED that the Court will consider all materials filed by the Commission in connection with its ex parte motion for a temporary restraining order and ancillary relief to have also been filed in connection with the Commission's request for a preliminary injunction hearing. The Commission shall be permitted, but is not required, to file a supplemental brief and supporting exhibits in advance of any preliminary injunction hearing.

IT IS HEREBY FURTHER ORDERED that Defendants, no later than ninety-six hours before any scheduled hearing on the motion for preliminary injunction, shall file and serve their response to the Commission's motion for a preliminary injunction and for other relief.

VIII. OTHER RELIEF

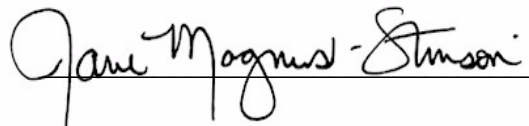
IT IS HEREBY FURTHER ORDERED that the United States Marshal in any district in which any defendant resides, transacts business or may be found is authorized and directed to make service of process upon any defendant at the request of the Commission.

IT IS HEREBY FURTHER ORDERED that this Court shall retain jurisdiction of this matter for all purposes.

IT IS HEREBY FURTHER ORDERED that, pursuant to Federal Rule of Civil Procedure 65(c), no security is required of the Commission.

IT IS HEREBY FURTHER ORDERED that this Order shall expire at 11:59 P.M. fourteen days following the entry of this order, unless otherwise ordered by this Court.

SO ORDERED at 2:57 p.m. EDT this 23rd day of April, 2015

A handwritten signature in black ink that reads "Jane Magnus-Stinson". The signature is written in a cursive style with a horizontal line underneath the name.

Hon. Jane Magnus-Stinson, Judge
United States District Court
Southern District of Indiana