

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF INDIANA  
INDIANAPOLIS DIVISION

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UNITED STATES SECURITIES	)	)
AND EXCHANGE COMMISSION,	)	)
	)	)
<b>Plaintiff,</b>	)	)
	)	)
<b>v.</b>	)	<b>Case No. 1:15-cv-659-JMS-MJD</b>
	)	)
VEROS PARTNERS, INC,	)	)
MATTHEW D. HAAB,	)	)
JEFFERY B. RISINGER,	)	)
VEROS FARM LOAN HOLDING LLC,	)	)
TOBIN J. SENEFELD,	)	)
FARMGROWCAP LLC,	)	)
PINCAP LLC, and	)	)
	)	)
<b>Defendants,</b>	)	)
	)	)
PIN FINANCIAL LLC,	)	)
	)	)
<b>Relief Defendant.</b>	)	)
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**PLAINTIFF’S RESPONSE  
TO ORDER TO SHOW CAUSE**

Plaintiff United States Securities and Exchange Commission (“the SEC” or “the Commission”), for its response to the Court’s January 11, 2016 Order to Show Cause [Filing No. 162], respectfully states as follows:

On December 30, 2015 the SEC filed its Unopposed Motion Regarding Its Representation at the Parties’ Settlement Conference [Filing No. 157], which requested leave of Court to attend the upcoming settlement conference with a representative who lacked “final settlement authority.” That motion was granted. [Filing No. 159]

The SEC submitted its confidential settlement conference statement on January 8, 2016. However, because the SEC would not be able to finalize any agreement at the parties' settlement conference, counsel for the SEC did not believe that it was possible to submit a draft settlement agreement representing a final written agreement, which could be executed at the conclusion of a successful settlement conference.

In addition, although the SEC had been engaged in substantive settlement discussions with all Defendants, as of January 8, 2016 the SEC had not finalized a settlement agreement with any of the Defendants.

The Court's Order to Show Cause was entered on January 11, 2016. [Filing No. 162] Pursuant to that order, on January 13, 2016 the SEC submitted to the Court, on behalf of all parties, a set of standard settlement documents used by the SEC. These documents contained the substantive provisions required by the SEC to settle a federal district court action with defendants in a variety of different situations. Counsel for the SEC has discussed these documents with counsel for all parties, and all parties consented to the SEC making a submission to the Court on their behalf. Consequently, all of the parties understand that the provisions of the SEC's documents would be used in any settlement of this matter.

Accordingly, the SEC believes that its January 13, 2016 submission satisfies the draft agreement requirements of the Court's prior order. The SEC regrets its misunderstanding of the applicability of that provision of the Court's prior order, and looks forward to a productive settlement conference on Friday, January 15, 2016.

Dated: January 13, 2016.

Respectfully submitted,

By: /s/Robert M. Moye

Robert M. Moye ([MoyeR@sec.gov](mailto:MoyeR@sec.gov))

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U.S. SECURITIES AND EXCHANGE COMMISSION

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*Attorneys for the Plaintiff U.S. Securities and Exchange  
Commission*

**CERTIFICATE OF SERVICE**

I hereby certify that on January 13, 2016, I served copies of *Plaintiff's Response to Order to Show Cause* on all counsel of record through the Court's ECF filing system.

**/s/Robert M. Moya**  
Robert M. Moya