

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION**

UNITED STATES SECURITIES)	
AND EXCHANGE COMMISSION,)	
)	
Plaintiff,)	
)	
v.)	Case No. 1-15-cv-659-JMS-MJD
)	
VEROS PARTNERS, INC,)	
MATTHEW D. HAAB,)	
JEFFERY B. RISINGER,)	
VEROS FARM LOAN HOLDING LLC,)	
TOBIN J. SENEFELD,)	
FARMGROWCAP LLC, and)	
PINCAP LLC,)	
)	
Defendants,)	
)	
PIN FINANCIAL LLC,)	
)	
Relief Defendant.)	

**APPENDIX OF EXHIBITS IN SUPPORT OF
PLAINTIFF’S SUR-REPLY IN OPPOSITION TO
DEFENDANT TOBIN J. SENEFELD’S
MOTION FOR SUMMARY JUDGMENT**

Exhibit 1 – Declaration of Matthew Haab

Exhibit 2 – Senefeld Deposition Excerpts

CERTIFICATE OF SERVICE

I hereby certify that on May 23, 2016, I served the foregoing Appendix of Exhibits in Support of Plaintiff's Sur-Reply In Opposition to Defendant Tobin J. Senefeld's Motion For Summary Judgment on all counsel of record through the Court's ECF filing system.

/s/Robert M. Moye
Robert M. Moye

EXHIBIT

1

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PINCAP LLC, and))
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Defendants,))
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PIN FINANCIAL LLC,))
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Relief Defendant.))
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DECLARATION OF MATTHEW HAAB

I, Matthew D. Haab, being duly sworn and having personal knowledge of the facts herein, state as follows:

1. I am an owner and the President of defendant Veros Partners, Inc. ("Veros").
2. Defendant Veros produced documents to the United States Securities and Exchange Commission ("SEC") during an examination of Veros in 2014 and in response to an investigative subpoena in 2015.
3. I have reviewed the documents filed as Exhibits 6 through 35 to the Appendix of Exhibits in Support of Response in Opposition to Defendant Senefeld's Motion for Summary Judgment. [Filing Nos. 198, 198-6 through 198-35.] I recognize each of these exhibits as

documents which were produced to the SEC by either Veros or myself. Each of the documents was created and maintained in the regular course of business at Veros.

4. At Veros, my email address was mdhaab@verospartners.com.

5. With respect to Exhibits 6 through 10, 12 through 20, and 23 through 35. I was a recipient or author on the various email chains and saw all of these messages. [Filing Nos. 198-6 through 198-10; 198-12 through 198-20; and 198-23 through 198-35.] Veros produced true and correct copies of the aforementioned emails to the SEC.

6. With respect to Exhibit 11, I was a recipient of the email from Tobin Senefeld. I provided a true and correct copy of the email and attachment to the SEC.

7. During 2012 to 2015, Tobin Senefeld used and I emailed him at various email addresses including:

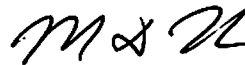
- a. tobin@farmgrowcap.com
- b. tobin@senefeld.me
- c. tsenefeld@pinfinancial.com

8. Veros produced true and correct copies of Exhibits 21 and 22 to the SEC. Exhibit 21 is a copy of the Offering Document dated May 16, 2012 for the Private Placement of Loans Offered by Kirbach Farms, GP. Exhibit 22 is a copy of the Offering Document dated April 9, 2012 for the Private Placement of Loans Offered by Crossroads Family Farms.

9. Exhibits 13, 14, and 15 are emails that were sent by me to the investors in the 2013 VFLH Offering.

I, Matthew D. Haab, declare under penalty of perjury that the foregoing is true and correct.

Executed on this 16th day of May 2016.



Matthew D. Haab

EXHIBIT

2

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1 it.

2 **Q And you said you also do agricultural consulting?**

3 A Uh-huh.

4 **Q For whom?**

5 A For a company in southern Illinois called card

6 Cardinal AG.

7 **Q Any other companies?**

8 A No.

9 **Q What are the nature of your services that you**

10 **provide to Cardinal AG?**

11 A I talk to them about different -- well, they've got

12 a client that they work with that does soils

13 testing. And so I'm helping them trying to

14 negotiate an agreement so they could acquire their

15 company to do soils testing.

16 **Q And how much have you been compensated by Cardinal**

17 **AG?**

18 A \$1,000.

19 **Q And what was the timeframe for that compensation?**

20 A It was the first part of 2016.

21 **Q Any other employment consulting services you**

22 **received money for?**

23 A Oh, I periodically try to do different consulting

24 out there with organizations and, you know, see if

25 I can get compensated for that and see if I can

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1 help them with their services.

2 **Q And have you been successful in any of those other**

3 **endeavors?**

4 A Not totally successful yet; still working.

5 **Q So other than the \$1,000 from Cardinal AG and the**

6 **\$25,000 -- I believe you called it a loan**

7 **forgiveness from Scott Yeager, any other**

8 **compensation?**

9 A Well, I mean, I've done some other consulting out

10 there with different firms, and I've gotten paid on

11 retainers, but I haven't totally finished that

12 work.

13 **Q Okay. What companies do you have -- or individuals**

14 **do you have retainers?**

15 A I have one with ABK Co.

16 **Q And what is ABK Co?**

17 A It's a farming operation.

18 **Q And how much have they paid you?**

19 A \$2,000.

20 **Q And when did you receive that payment?**

21 A Just a couple weeks ago.

22 **Q And was the \$2,000 the amount of the retainer, or**

23 **was it just cash?**

24 **You were saying some of them, you have**

25 **retainers, and I was thinking that you have not**

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1 **actually received the cash from those.**

2 A I have not completed the work.

3 **Q You have not completed the work, but you have**

4 **received the full amount of the cash, the \$2,000?**

5 A Yes.

6 **Q Okay. Please describe the nature of the services**

7 **you render to ABK Co?**

8 A I am looking at their revenues and expenses.

9 **Q What kind of operation are they?**

10 A They're a farming operation, they do row crop.

11 **Q And are you advising them with respect to their**

12 **revenues and expenses?**

13 A Yes, and helping them try to determine if they

14 could get a refinance of their existing senior

15 debt.

16 **Q Do you have a written contract with ABK Co farming?**

17 A Not a contract yet.

18 **Q It's an oral agreement?**

19 A Yes.

20 **Q Any other individuals or firms you're providing**

21 **consulting services to?**

22 A At this point in time, no.

23 **Q Have you received any other compensation since the**

24 **SEC filed its lawsuit in 2015 that we haven't**

25 **discussed already this morning?**

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1 A Let's see. I received loans from Scott Yeager.

2 I did some consulting in 2015, also, with some

3 other farming operations, helping them try to look

4 at their revenues and expenses, see if they could

5 get a loan or refinance their existing loans with

6 commercial banks.

7 **Q What farming operations are those?**

8 A Well, Harold Birch. I did some work for Harold

9 Birch. So his farm was a field -- just say Birch

10 Farms.

11 **Q Birch Farms?**

12 A Yeah. I can't think of the name off the top of my

13 head.

14 **Q In 2015, have you received any compensation from**

15 **Harold Birch or Birch Farms?**

16 A I believe that was in 2015.

17 **Q Okay. And how much was that?**

18 A That would be a thousand dollars.

19 **Q Okay. Any other compensation from farms, firms,**

20 **anyone else that we haven't discussed already?**

21 A I don't think that we covered other farms. I do

22 have some other -- oh, Boersen Farms. I'm sorry.

23 **Q And how much compensation have you received from**

24 **Boersen Farms?**

25 A Maybe 10,000.

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1 Q When did you receive that?
 2 A 2015.
 3 Q Do you know approximately what month?
 4 A No. I mean, October, November time period.
 5 Q And what services did you provide for Boersen Farms
 6 to receive the \$10,000?
 7 A Same thing; looking at their revenues, expenses,
 8 helping them figure out if they could get a
 9 refinance of their existing loan.
 10 Q Any other consulting services you provided?
 11 A I think that's it.
 12 Q Any other work you've done for compensation other
 13 than consulting services since the SEC filed its
 14 lawsuit?
 15 A I'm trying to think. I mean, I've had -- no, just
 16 the consulting services.
 17 Q Okay.
 18 MS. KERRIDGE: Do you want him to include the
 19 work he's done with the receiver?
 20 THE WITNESS: Oh, well...
 21 MS. HUTTON: We can exclude that.
 22 Q Mr. Senefeld, do you have an e-mail address that is
 23 tobin@farmgrowcap.com?
 24 A I used to.
 25 Q For what time period did you have that e-mail

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1 account?
 2 A 2013, I believe, through 2000 -- first part of
 3 2015.
 4 Q Okay. Do you have an e-mail address that is
 5 tobin@senefeld.me?
 6 A Yes.
 7 Q And for what time period did you have that e-mail
 8 address?
 9 A 2013 through currently, I still have it.
 10 Q Do you have an e-mail address that -- do or did --
 11 that is tobin@ccgindy.com?
 12 A I used to.
 13 Q For what time period did you have that e-mail?
 14 A I don't recall. It was before 2012, but I don't
 15 have it anymore.
 16 Q When did you no longer have that e-mail?
 17 A I don't recall the exact date.
 18 Q Year?
 19 A I don't recall.
 20 Q Did you have any other e-mail addresses from 2012
 21 to the present?
 22 A I had PIN Financial.
 23 Q Was that tobin@pinfinancial.com?
 24 A Correct.
 25 Q Any others?

Page 19

1 A No.
 2 Q And for what time period did you have the
 3 tobin@pinfinancial.com e-mail account?
 4 A I still have it. So I think it was 2012 or '13.
 5 Q To the present?
 6 A Yes. Well, I haven't been able to pay it, so I
 7 don't know if it's still in existence. Yeah, I
 8 think it is. I think it is.
 9 Q Do you currently have any other e-mail addresses?
 10 A I have a consulting e-mail address.
 11 Q And what's that? What's the e-mail address?
 12 A That's tobin@fieldnotes.
 13 Q Dot com?
 14 A Correct.
 15 Q You owned CCG, Inc.; correct?
 16 A Yes.
 17 Q And CCG was the predecessor to FarmGrowCap?
 18 A I don't think it was the predecessor.
 19 Q How would you describe it?
 20 A I owned CCG. I still own CCG. I closed CCG. And
 21 I provided consulting to FarmGrowCap.
 22 Q You own one third of PinCap; correct?
 23 A I believe I still do.
 24 Q And you, along with Jeff Risinger and Veros,
 25 managed PinCap; correct?

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1 A I don't know about managed. PinCap owned
 2 FarmGrowCap, I believe. I think. I don't think
 3 so, maybe not. Not quite sure.
 4 PinCap owned PIN Financial. I'm sorry.
 5 Q So you, along with Jeff Risinger and Veros, did not
 6 manage PinCap?
 7 A Well, PinCap, it was my understanding, was a
 8 holding company. So I don't know what it managed.
 9 I mean, I had a job responsibility there, so I
 10 guess -- you know, my job responsibility was
 11 director of marketing. I don't know how to answer
 12 that.
 13 Q So who managed PinCap?
 14 A Well, who mostly did the management of it would be
 15 Jeff Risinger.
 16 Q And how do you know that Jeff Risinger managed
 17 PinCap?
 18 A He made most of the decisions.
 19 Q And how do you know that he made the decisions?
 20 A Because I heard him make them.
 21 Q What decisions did you hear him make?
 22 A You know, decisions of, you know, how PinCap was to
 23 hold PIN Financial and why it held PIN Financial.
 24 Decisions of -- yeah, that was basically it, I
 25 guess.

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1 **Q Did you have any involvement in the management of**
2 **PinCap?**
3 A There wasn't much to manage. So if I had the
4 involvement of managing the accounts; no. If I had
5 the involvement of managing the documents; no. If
6 I had the -- of managing any of the operations; no.
7 You know, my job with PinCap was the director
8 of marketing, so my focus was to look for projects
9 out there that may need financing.
10 **Q And when you just referred to manage accounts in**
11 **your previous answer, what accounts were you**
12 **referring to?**
13 A Well, any of the accounts that PinCap had. I mean,
14 I was paid from PinCap.
15 **Q You mean bank accounts?**
16 A Correct, yeah.
17 **Q Were you on PinCap's management team?**
18 A I don't know. I think you just asked me that.
19 **Q What's your answer? Were you on PinCap's**
20 **management team?**
21 A I don't know if I was listed on PinCap's management
22 team or not. My responsibilities that are outlined
23 is director of marketing. So if that's a management
24 team position, then I guess I was.
25 **Q And where were your responsibilities outlined?**

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1 A In the outline of the different employees or the
2 different people who worked for PinCap's
3 responsibilities.
4 Mine was director of marketing, so I was
5 focused on looking for new opportunities out there,
6 handling the client, which would be farmers,
7 relationships with them, developing those
8 relationships, gathering any type of information
9 from those farmers that had to do with any loan
10 requests that they were looking for.
11 **Q This document you're referring to, I'm not familiar**
12 **with it. Was it an internal PinCap document?**
13 A I don't know if it was internal or not. I don't
14 think it was distributed all over the place.
15 **Q So who would have had access to this document?**
16 A Everyone. I mean, I would have had access to it.
17 Matt would have had access to it. Shawn would have
18 had access to it. Jeff would have had access to
19 it.
20 **Q PinCap paid you a salary?**
21 A No. PinCap paid me -- and I was paid for
22 consulting services to FarmGrowCap, and I was also
23 reimbursed on my expenses, but I was paid directly
24 through PinCap.
25 **Q So your testimony is you were not paid a salary by**

Page 23

1 **PinCap?**
2 A I mean, it was for consulting expenses.
3 **Q Were you paid a salary by PinCap, yes or no?**
4 A I don't know how you classify it. What I provided
5 was consulting expenses to FarmGrowCap.
6 **Q Were you paid a salary by PinCap?**
7 **MS. KERRIDGE:** Objection, Counsel. He
8 testified that he was paid for consulting expenses.
9 You can describe now you were paid monthly.
10 **MS. HUTTON:** Thank you for your objection.
11 And now I'll ask for an answer to my question.
12 **Q Were you paid a salary by PinCap?**
13 A I don't know how you classify it; how it was
14 classified. I mean, I was paid for --
15 **Q How did you classify it?**
16 A I classified it as consulting expenses.
17 **Q And why did you classify it as consulting expenses?**
18 A Well, because I didn't do anything for PinCap,
19 there was nothing really -- anything to do.
20 **Q What was the amount you were paid by PinCap per**
21 **month in 2012?**
22 A I don't recall the exact dollar amount.
23 **Q What was your total compensation from PinCap in**
24 **2012?**
25 A I don't recall. I mean, it was more than \$50,000.

Page 24

1 It was less than \$250,000.
2 **Q Did you receive a salary from PinCap in 2013?**
3 A Did I receive compensation from PinCap that was
4 paid through PinCap? I did receive compensation
5 through PinCap.
6 **Q Did you receive a salary?**
7 A I don't know how you classify it. If you are
8 classifying it as a salary, I received compensation
9 from PinCap for my services of consulting services.
10 **Q Is there a reason you don't want to classify it as**
11 **a salary?**
12 A No, ma'am. I'm not trying to be evasive. Why do
13 you want to classify it as a salary?
14 **Q My understanding is you were -- well, I ask the**
15 **questions. So were you paid a salary in 2013 from**
16 **PinCap?**
17 A I was paid from PinCap in 2013. I believe in --
18 PinCap in 2013, how much I was paid?
19 **Q Were you paid the same amount each month from**
20 **PinCap in 2013?**
21 A No.
22 **Q Excluding expenses, were you paid the same amount**
23 **from PinCap in 2013?**
24 A Roughly.
25 **Q What was that amount per month?**