

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

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| UNITED STATES SECURITIES |) |) |
| AND EXCHANGE COMMISSION, |) |) |
| |) |) |
| Plaintiff, |) |) |
| |) |) |
| v. |) | Case No. 15-cv-659-JMS-MJD |
| |) |) |
| 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. |) |) |
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PRELIMINARY INJUNCTION ORDER

The Court, having considered the motion for a temporary restraining order and other equitable relief (Docket No. 3) filed by plaintiff Securities and Exchange Commission (“Commission”), as well as the Complaint (Docket No. 1), the Commission’s memorandum of law (Docket No. 8) and accompanying evidentiary materials (Docket Nos. 9, 10 and 11), the Court finds that the Commission had demonstrated that: (i) it is likely to succeed on the merits of its claims against defendants; (ii) there is a reasonable likelihood that the violations alleged in the Complaint will be repeated absent an injunction; (iii) the likelihood of harm to the public absent an injunction outweighs the likelihood of harm to the defendants with an injunction in place; and

(iv) the injunction is in the public interest. In consideration of the foregoing, and the parties having agreed to the following terms:

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 preliminarily enjoined 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 preliminarily enjoined 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 preliminarily enjoined 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 preliminarily enjoined 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, unless specifically requested, authorized and/or approved to do so by the Receiver, except that (i) Haab may continue to act as an investment adviser at Veros Partners, subject to supervision and as described in the Court's Order Appointing Receiver; and (ii) Senefeld may continue to act as President and CEO of Pin Financial under the supervision of the Receiver.

IT IS HEREBY FURTHER ORDERED that defendants Matthew D. Haab and 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, except as modified previously or subsequently by a separate order of Court:

| 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 |

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|--------------------------|---------|---|
| 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 |
| TD Ameritrade | xxx8445 | Haab Veros Partners 401k |
| TD Ameritrade | xxx9630 | Haab Veros Partners Simple IRA |
| TD Ameritrade | xxx9640 | Haab Roth IRA |
| 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 |

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 fourteen 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

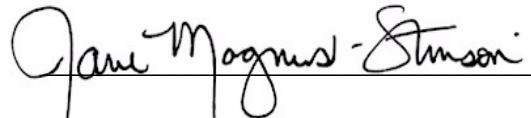
IT IS HEREBY FURTHER ORDERED that defendants and each of their officers, agents, servants, employees and attorneys and those persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, including facsimile transmission, electronic mail, or overnight delivery service, are hereby enjoined 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. OTHER RELIEF

IT IS HEREBY FURTHER ORDERED that this Preliminary Injunction shall remain in effect until entry of a Final Judgment in, or other disposition of, this action.

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

May 7, 2015

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

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

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