

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,  
PINCAP LLC, and

Defendants,

PIN FINANCIAL LLC,

Relief Defendant.

**ORDER AUTHORIZING RECEIVER TO SIGN INTERCREDITOR AGREEMENT**

**WHEREAS** this matter has come before this Court upon the urgent motion of William E. Wendling, Jr. (“Receiver”), by counsel, for authority to sign the Intercreditor Agreement with the McFarlands, a copy of which was attached as Exhibit A to the Receiver’s motion; and,

**WHEREAS** the Court finds that the Intercreditor Agreement will further the initial objective the True Blue Private Offering; and,

**WHEREAS** the prior Agreement authorized by this Court provides a protection to the Receivership Estate in the event there are any misrepresentations and did not bind any private claims of any individual lenders/investors in separate actions they may file; and,

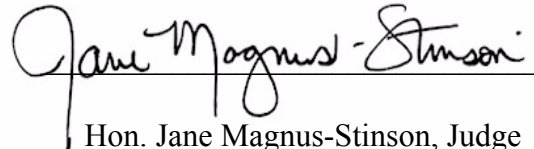
**WHEREAS** the Court finds that based on the representations of the Receiver, the Inter-

creditor Agreement is reasonable and is in the best interest of the Receivership Estate.

**IT IS THEREFORE ORDERED THAT:**

The Receiver is authorized to sign the Intercreditor Agreement with the McFarlands and finds that the same is fair and reasonable and in the best interests of the Receivership entities and the lenders/investors.

Dated: 7/17/2015

A handwritten signature in black ink that reads "Jane Magnus-Stinson". The signature is written in a cursive style and is positioned above a horizontal line.

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

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