

**UNITED STATES DISTRICT COURT FOR THE
EASTERN DISTRICT OF NEW YORK**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

CONSENSYS SOFTWARE INC.,

Defendant.

24 Civ. 4578 (MKB)(TAM)

JOINT STIPULATION TO DISMISS, AND RELEASES

Plaintiff Securities and Exchange Commission (the "Commission" or the "SEC") and Defendant Consensus Software Inc. (the "Defendant") respectfully submit this joint stipulation.

WHEREAS, the Commission filed its complaint in this civil enforcement action (the "Litigation") on June 28, 2024.

WHEREAS, on January 21, 2025, the Commission's Acting Chairman Mark T. Uyeda launched a crypto task force dedicated to helping the Commission further develop the regulatory framework for crypto assets.

WHEREAS, in light of the foregoing, and in the exercise of its discretion and as a policy matter, the Commission believes the dismissal of this case is appropriate.

WHEREAS, the Commission's decision to seek dismissal of this Litigation does not necessarily reflect the Commission's position on any other case.

WHEREAS, by this stipulation, the Commission and the Defendant agree to have this Litigation dismissed.

NOW, THEREFORE,

1. Pursuant to Fed.R.Civ.P. 41(a)(1)(A)(ii), the Commission and the Defendant stipulate that this Litigation be dismissed with prejudice as to the conduct alleged in the

Complaint through the date of the filing of this Stipulation, and without costs or fees to either party.

2. Defendant, for itself and any of its agents, attorneys, employees, or representatives, hereby waive and release:
 - a. Any and all rights under the Equal Access to Justice Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other provision of law to seek from the United States, or any agency, or any official of the United States acting in his or her official capacity, directly or indirectly, reimbursement of attorney's fees or other fees, expenses, or costs expended by Defendant that in any way relate to the Litigation, including but not limited to investigative steps taken prior to commencing the Litigation.
 - b. Any and all claims, demands, rights, and causes of action of every kind and nature, asserted or unasserted, against the Commission and its present and former officers or employees that arise from or in any way relate to the Litigation, including but not limited to investigative steps taken prior to commencing the Litigation.
3. Each of the undersigned represents that they have the authority to execute this stipulation on behalf of the party so indicated.


STIPULATED AND AGREED:



SAMUEL J. WALDON
Acting Director
ANTONIA M. APPS
Acting Deputy Director
Enforcement Division
SECURITIES AND EXCHANGE
COMMISSION



Samuel Wasserman
Ben Kuruvilla
New York Regional Office
100 Pearl Street, Ste 20-100
New York, NY 10004-2616



Kevin S. Schwartz
Noah B. Yavitz
Adam M. Gogolak
WACHTELL, LIPTON, ROSEN & KATZ
51 West 52nd Street
New York, NY 10019

*Counsel for Defendant Consensus
Software Inc.*

Dated: February 26, 2025

Marc J. Jones
Boston Regional Office
33 Arch Street, 24th Floor
Boston, MA 02110

*Counsel For Plaintiff Securities and
Exchange Commission*

Dated: March 27, 2025