

---

*I've talked to lot of people who have called C4 Benefits Group. Many of them are surprised to learn that what they promise—tax free retirement—is exactly what they deliver. But those people who say they haven't called usually tell me the reason is that they already have a money guy. Cool. I'd like everyone in that category to stop what you're doing and call your financial adviser right now.*

*Tell him you want a 12% minimum gain per year, and you want it written into a contract. Give your guy a call and tell him that no matter what the market does, even if we see a 2008-style crash, you want a minimum of a 12% gain. Then, after he's done laughing and questioning your sanity, call my guys at C4 Benefits Group and tell them the same thing. They'll not only oblige you—you can get it in writing.*

*Do it now. 813-489-4611. That's that's 813-489-four-six-one-one, or go online to c4bg.com.*

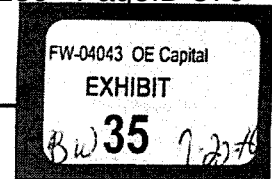
Regards and Best Wishes,

Charles W. Heinzelman IV  
President & C.E.O.  
C4 Benefits Group, Inc.  
(512) 588-1779



Message

**From:** Charles Heinzelman [cheinzelman@c4bg.com]  
**Sent:** 8/24/2015 9:50:30 AM  
**To:** Dovile Soblinskas [Dovile@optimaleconomics.net]  
**CC:** Natalie Clair [n.clair@optimaleconomics.net]  
**Subject:** Re: \$ update



Sandes = Saenz? lol

I will reach out to Susan Minor today.

Working on prospecting this week. I know Jax has a huge week lined up with market crashing and radio ads blowing up with it.

Any word on when Christine Horne is doing her personal app?

Regards and Best Wishes.

Charles W. Heinzelman IV  
President & C.E.O.  
C4 Benefits Group, Inc.  
(512) 588-1779



On Mon, Aug 24, 2015 at 9:45 AM, Dovile Soblinskas <[Dovile@optimaleconomics.net](mailto:Dovile@optimaleconomics.net)> wrote:

Charles!!

I reached out to Christine, so I will let you know when we set up a visit with her.

( spreadsheet is updated)

Minor - let me know if you follow up with her, all we are waiting for is having her money in hand.

And the rest of Sandes.

Anything else in pipeline for this week that Natalie can help get started?

DOVILE SOBLINSKAS

Director of Business Development

OPTIMAL ECONOMICS CAPITAL PARTNERS

2101 Cedar Springs Rd Suite 1050, Dallas, TX 75201

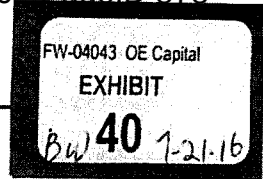
d. 214.347.0598

c. 214.299.8969

801411 is the email address of the person who is the subject of the information contained in this document. It may contain, partially or in whole, information which, by its nature, is confidential and, if made public, would be injurious to the national defense. This information is property owned by the U.S. Government and is not to be released to the public. It is the policy of the U.S. Government to protect this information from unauthorized disclosure. It is the responsibility of the recipient of this information to ensure that it is not disclosed to the public. If you are not the intended recipient of this information, you should not disseminate it. If you have received this information in error, please notify the sender immediately. This information is not to be used for any purpose other than that for which it was provided. It is the property of the U.S. Government and is not to be released to the public.

Message

**From:** Charles Heinzelman [cheinzelman@c4bg.com]  
**Sent:** 2/8/2016 9:39:27 AM  
**To:** Patrick Howard [patrick@oecapitalpartners.com]  
**Subject:** Fwd: packet template  
**Attachments:** Explanation of Distributions and Reinvestments (1).pdf; Comparison\_OE\_vs\_PE print comparison .pdf; Qualified vs Nonqualified-2 (2).pdf; Guarantee versus Insure (1).pdf; FIA v IL.doc; Current Interest Rates.docx



Regards and Best Wishes.

Charles W. Heinzelman IV  
President & C.E.O.  
C4 Benefits Group, Inc.  
(512) 588-1779



----- Forwarded message -----

**From:** Charles Heinzelman <cheinzelman@c4bg.com>  
**Date:** Tue, Feb 2, 2016 at 8:41 PM  
**Subject:** packet template  
**To:** Jackson Clements <jclements@c4bg.com>, Stormy Jones <sjones@c4bg.com>

Left side of folder all normal stock paper; in order of attachments top to bottom

Regards and Best Wishes.

Charles W. Heinzelman IV  
President & C.E.O.  
C4 Benefits Group, Inc.  
(512) 588-1779



App. 0806

OE\_SEC\_031175



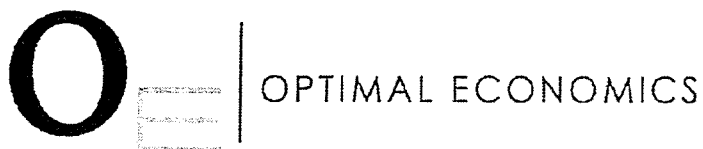
12% Pref reinvested over 3 years

Quarter	Value
Q1	\$103,000
Q2	
Q3	
Q4	
Q1	\$115,360
Q2	
Q3	
Q4	
Q1	\$129,203
Q2	
Q3	
Q4	
Q1	\$140,493

12% Pref + Waterfall reinvested over 3 years

Period	Value
Q1	\$103,000
Q2	
Q3	
Q4	
Q1	\$121,849
Q2	
Q3	
Q4	
Q1	\$145,244
Q2	
Q3	
Q4	\$157,935
waterfall exit	\$169,780

OE SEC 031176



### A Market Comparision

Optimal Economics	Private Equity	Public Market
3-year timeframe	5+ years or undetermined time frames	n/a
Due diligence looks forward to revenue projections	Due diligence looks backwards to assess assets	financial advisor/self
No Debt	Assumes debt to secure returns	n/a
Senior in Revenue Stream	Senior Creditor	Open to Qualified Funds
Open to Qualified Funds	Closed to Qualified funds	n/a
Minimum \$50k to participate	Minimum \$250K to participate	n/a
80/20 Split on Waterfall Profits, carried interest	80/20 split on water profits, carried interest	n/a

### 250k Investment Scenario

	Opitmal Economics	Private Equity	Public Market
Low Preformance	12% 351,232	5% 289,406	20% Loss 3rd year 233,280
High Preformance	20% Maximum 432,000	15% Minimum 380,219	8% S&P Avg. 314,928
Cap X Return on Exit	yes	yes	no

App. 0808

OE\_SEC\_031177



## Qualified versus Non-Qualified Funds

---

*Acceptable funds and how taxation affects your outcome*

### Qualified Funds

Qualified plans are designed to offer individuals added tax benefits on top of their regular retirement plans, such as IRAs. Employers deduct an allowable portion of pretax wages from the employees, and the contributions and the earnings then grow tax-deferred until withdrawal.

### Non-qualified

Non-qualified plans are those that are not eligible for tax-deferral benefits. Consequently, deducted contributions for non-qualified plans are taxed when income is recognized. This generally refers to when employees must pay income taxes on benefits associated with their employment.

The main difference between the two plans is the tax treatment of deductions by employers, but there are other differences. A plan must meet several criteria to be considered qualified, including:

Disclosure - Documents pertaining to the plan's framework and investments must be available to participants upon request.

Coverage - A specified portion of employees, but not all, must be covered.

Participation - Employees who meet eligibility requirements must be permitted to participate.

Vesting - After a specified duration of employment, a participant's rights to pensions are non-forfeitable benefits.

Nondiscrimination - Benefits must be proportionately equal in assignment to all participants in order to prevent excessive weighting in favor of higher paid employees.

App. 0809

OE\_SEC\_031178

*Acceptable Investment Accounts*

Account Type	Avg. Growth	Taxes Applied Upon Withdrawal	Early Withdrawal Fees	Option for Income	Liquid
Money Markets	3%	Income Tax	No	Yes	Yes
401K	5%	Income Tax	Yes	No	No
IRA	6-8%	Income Tax	Yes	No	No
Fixed Annuity	2-3%	Income Tax	Yes	No	No
403B	4-5%	Income Tax	Yes	No	No
Savings	1.00%	None	No	Yes	Yes
Mutual Funds * Non-Qualified	6-8%	Capital Gains Tax	No	Yes	Yes
CDs	1.00%	Income Tax	Yes	No	No
Real Estate	3-4%	Capital Gains Tax	No	Yes	No
OECP Benefits	20%	Tax	No	Yes	Quarterly Distribution 12% preferred yield & share in waterfall 80/20 annually up to 20%, or reinvest for compound principle after 3 yrs.

## Ordinary income taxation

Ordinary income can be simply defined as the income earned from providing services or the sale of goods (inventory). This category includes income earned from interest, wages, rents, royalties and similar income streams. Ordinary income is taxed at different rates depending on the amount of income received by a taxpayer in a given tax year. In 2012, there are currently six tax brackets for taxing ordinary income: 10%, 15%, 25%, 28%, 33%, and 35%. These ordinary income marginal tax brackets are scheduled to expire at the end of 2012. In 2013, the 10% through 25% tax rates will remain the same and the top two rates of 33% and 35% will be replaced with higher rates, 36% and 39.6% respectively.

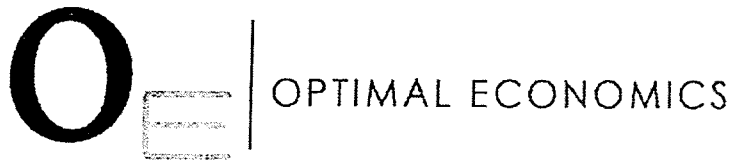
## Capital gain taxation

Capital gains are usually associated with the sale or exchange of property characterized as capital assets. The amount of gain is measured as the difference between the amount received by the taxpayer on the sale less the original purchase price, adjusted through the date of the sale (purchase price plus any improvements less depreciation taken).

The category of capital gain taxation is further broken down into long and short term capital gains. If a property is sold within one year of its purchase, the gain is characterized as short-term and taxed at the same marginal rate as the taxpayer's ordinary income. Thus, at least for short-term gains, the tax rates are the same as the taxpayer's ordinary income. On the other hand, if the taxpayer holds the property for more than one year before selling, the gain is characterized as long term capital gain and is taxed at a favorable long-term rate.

In 2012, the long-term capital gain tax rate is 15% and this reverts on January 1, 2013 to the previous long-term rate of 20%. Long-term capital gains, on assets held for over one year, are subject to a lesser tax rate than short-term capital gains from investments held for less than one year. For more details on capital gain taxes and investment income, see Internal Revenue Service publications 17 and 550, at [www.irs.gov](http://www.irs.gov). Optimal Economics Investment returns are categorized as long-term capital gains.

App. 0810



## Guarantee versus Insure:

---

*How Optimal Economics differs from other private equity and investment products*

### Private Equity guarantees your return and what does that mean?

A guarantee on your investment in the private equity resembles that of a bond buying on the assets of the company of choice. The PE firm will do their due diligence and forensic accounting of the chosen company to determine the value of assets that the company has and will leverage debt on those assets. The debt in this case secures the asset and pays a dividend much like an interest rate "guaranteeing" you a yield typically around 5-8%. If the company succeeds or fails you have a guarantee that your yield will be stable because the asset can always be liquidated to pay the investor terms. Therefore, the guarantee comes from a debt-leveraging model a typical PE firm takes up. The only caveat on a guarantee from the Private Equity world is they can liquidate, or sell off, the asset at anytime, essentially giving you back your money early and not paying you a guaranteed yield for any length of time. Since you did not lose money there is no downside to them behaving in such a matter but if your goal was to make money for a defined period of time then it may not meet your ultimate objective of growing your dollars.

Guarantee: A surety, surety bond or guaranty, in finance, is a promise by one party to assume responsibility for the debt obligation of a borrower if that borrower defaults. The person or company that provides this promise, is also known as a surety or guarantee.

### Optimal Economics insures your yield and how is that different?

Optimal Economics investment philosophy insures your risk without debt on a company rather than providing guarantees on your yield. Our due diligence process looks at the company make up, operational gaps, and liquidity needs of any given project and using a OERA\*\* methodology calculates the risk and risk factors in any portfolio that we may invest in. By having tangibles our risk profile we are able to assess the impacts on our portfolio and assign a value to each variance at any given time. Having a real time layout of the liquidity needed and the risk we are assuming we can then use market insurance mechanisms to insure principle and preferred yield before any personal investment dollars are used for debt-leveraging against company assets. Our insured 12% yield then comes from strategy and is unrelated to the actual behavior or outcome of the portfolio. We use our company capital to shield your money from risk in a defined 3 year time frame. By using methodology of insurance that exists in every industry from home appliances to vehicles we are able to insure your investment dollars and yield without having to take on debt or liquidating company assets and allow defined time frame where you can plan on a return and know the value of your money.

Insure: to safeguard against loss or damage (by buying insurance).

\*\*OERA: a discipline that assesses liquidity risks using calculus and matrix models. It applies mathematics and behavioral economics to analyze and adjust in real time the financial risks of a defined portfolio.

App. 0811

## Index Annuity Rates

*Did you know that over 70% of fixed indexed annuities are purchased with a guaranteed income rider? Or that most FIA owners begin taking income after two years?*

*We did!*

*For clients taking income early, these are your Income Annuity options...*

**Guaranteed Lifetime Income Comparison**

ISSUE AGE	INCOME YEAR	ANNUITY	COMPANY X	COMPANY Y	COMPANY Z
63	0	\$5,642	Not Allowed		
	2	\$6,815	\$6,360	\$6,005	\$6,254
65	0	\$5,666	Not Allowed		
	2	\$6,815	\$6,612	\$6,248	\$6,254
67	0	\$5,746	Not Allowed		
	2	\$6,931	\$6,664	\$6,493	\$6,254
70	0	\$6,136	Not Allowed		
	2	\$7,627	\$7,430	\$6,660	\$6,960

Guaranteed income quote is assuming \$100,000 single premium. The table above shows only guaranteed lifetime income. Competitor annuities may offer rates and features that may be more favorable. Be sure to compare all material features including bonuses, pricing rates, fees, charges and limitations before recommending one annuity over another.

...OR...

## Insured Liquidity

ISSUE AGE	INCOME YEAR	Insured Liquidity
63	0	\$12,000
	1+	\$12,000 + Waterfall
65	0	\$12,000
	1+	\$12,000 + Waterfall
67	0	\$12,000
	1+	\$12,000 + Waterfall
70	0	\$12,000
	1+	\$12,000 + Waterfall

*Plus you receive your entire Principal at end of 36<sup>th</sup> month to reinvest or cash out; your choice!*

App. 0812

## Current Interest Rates

### CDs: \*

#### Current Best CD Rates

<u>CD</u> <u>rates</u>	<u>1-year CD</u>	<u>5-year CD</u>	<u>1-year jumbo</u>	<u>5-year jumbo</u>
01/14/2016	1.30	2.45	1.30	2.35

\* <http://www.bankrate.com/finance/cd/current-interest-rates>

#### Current Best MMA Rates

<u>MMA</u> <u>rates</u>	<u>MMA 10k</u>	<u>MMA Jumbo</u>
01/14/2016	1.00	1.10

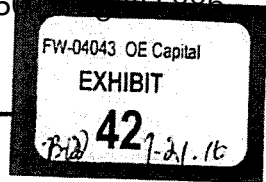
\* <http://www.bankrate.com/finance/cd/current-interest-rates>

### Fixed Annuities:

3 Year Rate - 2.00%  
4 Year Rate - 2.10%  
5 Year Rate - 3.25%  
6 Year Rate - 2.90%  
7 Year Rate - 3.40%  
8 Year Rate - 3.10%  
9 Year Rate - 3.25%  
10 Year Rate - 3.40%

App. 0813

OE\_SEC\_031182



Message

From: Dovile Soblinskas [Dovile@oecapitalpartners.com]  
Sent: 1/19/2016 7:19:00 PM  
To: Charles Heinzelman [cheinzelman@c4bg.com]; J Clements [jclements@c4bg.com]  
CC: Patrick Howard [patrick@oecapitalpartners.com]  
Subject: Series 1: Training Presentation  
Attachments: C4\_OE\_Cert\_Training\_Series1\_INTERNAL.docx; OE\_AgentTraining\_Series1\_Overview.pptx

For your review:

Powerpoint Presentation and Internal Agenda for the Training.

PLEASE let me know if I need to amend anything asap or if there is a flow mission got you. If you refer to the agenda Charles and I have split the presentation.

Jax, I am thinking you will be my lead on the Sales presentation.

This presentation is **not** meant for distribution and should not be sent to agents at this time. I will make a standard ( non editable) presentation in the new marketing packet.

Dovile Soblinskas

Director of Business Development

*OE Capital Partners*

d. (211) 422-8277

d. (211) 299-3949

1700 Pacific, Suite 3080, Dallas, TX

App. 0814



C4 Benefits/ OE Capital Training INTERNAL AGENDA SERIES 1

Session 1 Overview:

Charles : Setting the stage:

Training series Overview: 1 – we will go over a high level overview of both companies, the investment product, and frequent questions. Please type your questions in the message center and we will either touch on them during the presentation or they will be answered individually to respect everyone's time.

Sales Cycle: 2; deep dive into how we current sell the product and OE Process / Document Overview: 3 – paperwork process, document review.

Dovile – Power Point Presentation

Main Points:

Public Market vs Private Placement

Private Equity Firms and what they do

Royalty based system

Milestone basis for funding

The How of 12%

Backgrounds of Company

Current Portfolio

High level overview on terms and account type / Qualified / non-qualified

Why we are not securities licensed ?

- Dodd Frank Exemption EXCLUDES Venture Capital Firms.
  - OE is a Venture Capital Firm ( we do not take DEBT or EQUITY in a company )
  - Under \$150MM
  - No redemption rights ( someone cannot sell/ transfer our product) ie resale

Key questions:

Commissions vs. Marketing fee:

OE does not pay a commission, you as the agents do not sell the product, you receive a marketing fee for bringing potential clients and OE processes the investment.

IF your agency is a part of a broker dealer platform we may have an issue because you may be selling away

The only commission based sales can go to a series 65 license holder, for this reason Charles and C4 Benefits is selling our products; you as an agent are "marketing" the product and the final sale is done by OE Capital, we will go over this process in training Series 3.

Any revenues generated from C4 Benefits flow through the payment grade. Of which you get a Agents get a marketing a fee, turn the case over to OE and agents get a marketing fee for the product.

State Registered security that is not monitored by FINRA or the SEC because of

App. 0815

OE\_SEC\_030286

exemptions stated above.

Charles Close:

Compare to Index Annuity:

marketing fee not commission and a scale payout based upon performance

\* 3% up to 1 million rolling 12 months

\* 3.5% 1-2 million

\* 4% 2 million +

Dovile notes:

background of people doing this Patrick has over 20 years experience, this offering is new for opening up to smaller investors with entry point at 50k vs. 500k to a million, taking qualified monies, allowing middle America access to what the 1%er's use, prefer touting experience instead of how long OE around

App. 0816

OE\_SEC\_030287



## Setting the Stage

### Training Series for Certification

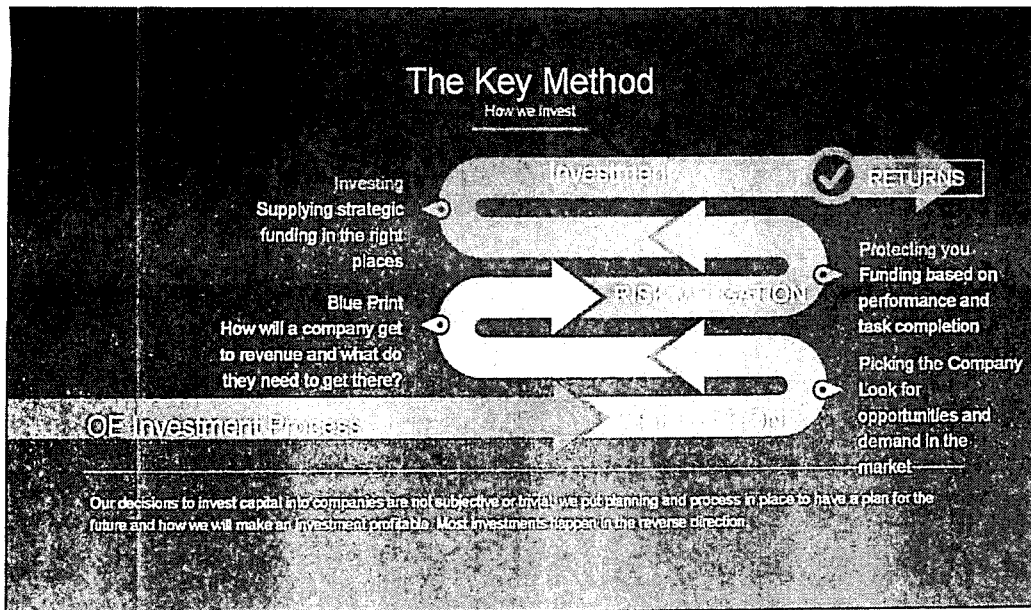
- **Series 1: Overview** — Profiles of OE Capital Partners and C4 Benefits Group; Processes and FAQs
- **Series 2: Marketing Cycle** — Deep explanation of the product
- **Series 3: Paperwork Process** — Documentation, contracts, and certification

## OE Capital Partners

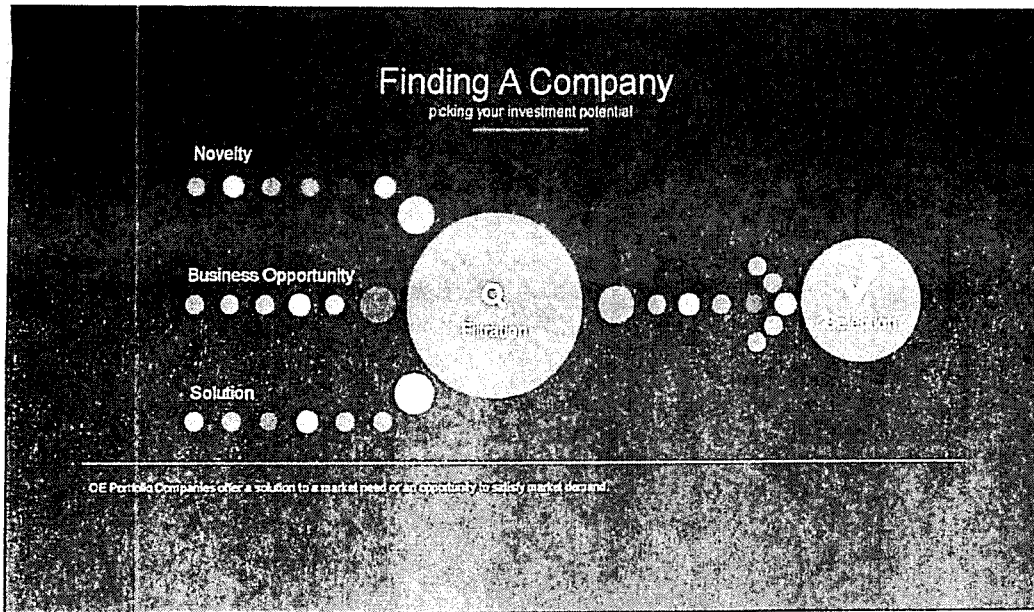
- Public Market vs. Private Placement
  - Access, Liquidity, defined time frame, non-qualified only
- Private Equity Firms
  - Make Private investments into growth companies for a multiple
  - “Active Investment teams”
  - Different financing structures – debt, equity

## Private Placement Investing

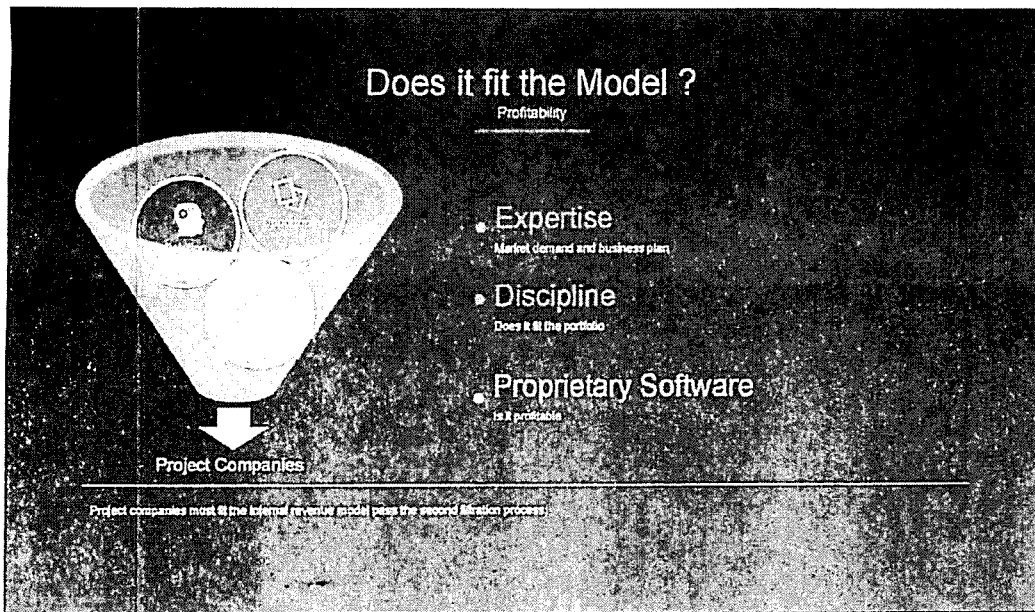
- Royalty Based Finance : No debt, No Equity
  - We purchase future revenues
  - We help companies get to revenue
  - We have a portfolio – you are investing a pool of companies
- The How of 12% - The Key Method
  - What is a profit margin in a business?



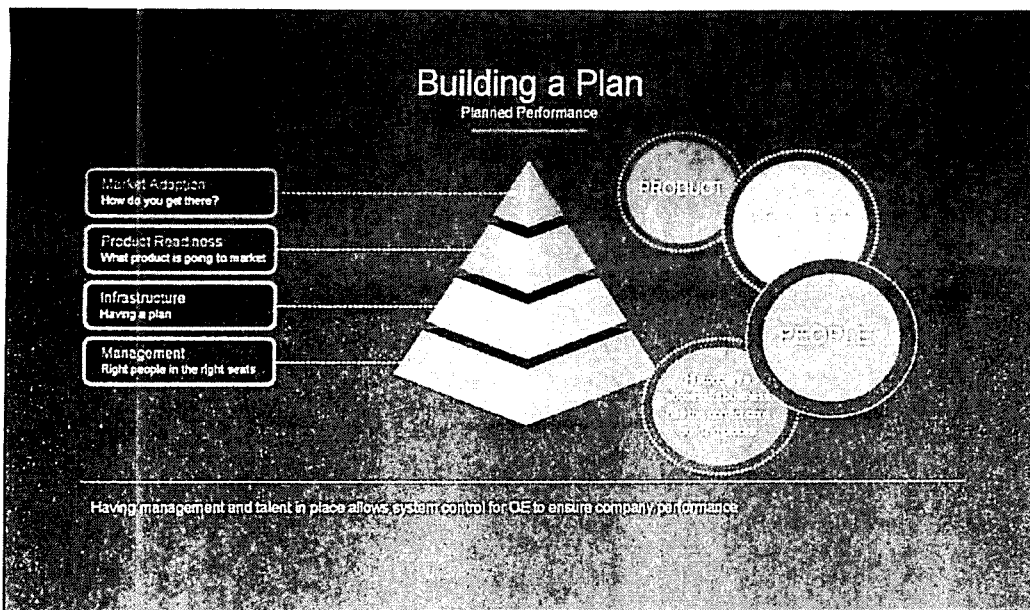
JUMP To RISK MITIGATION



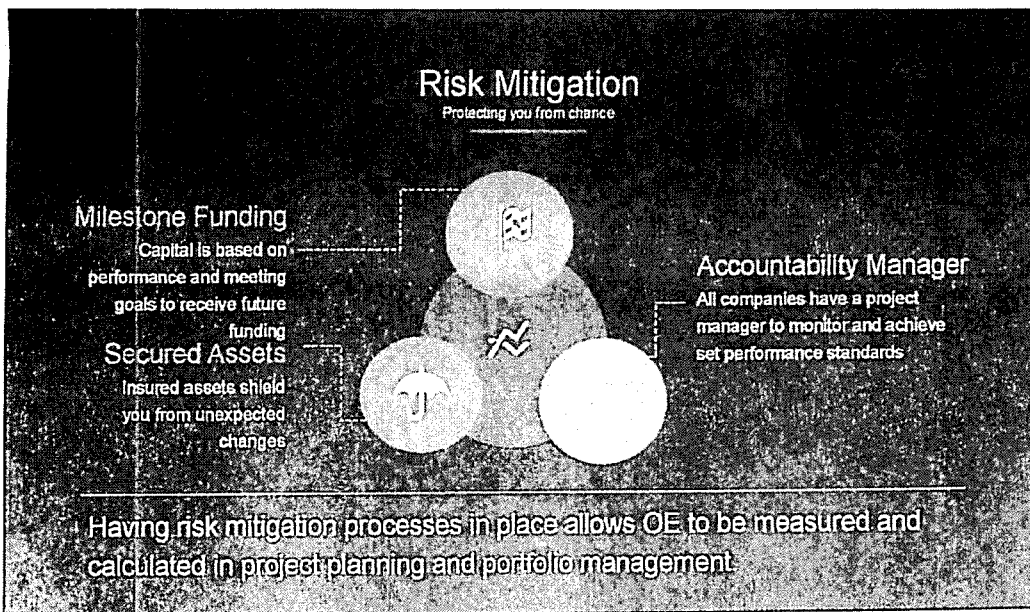


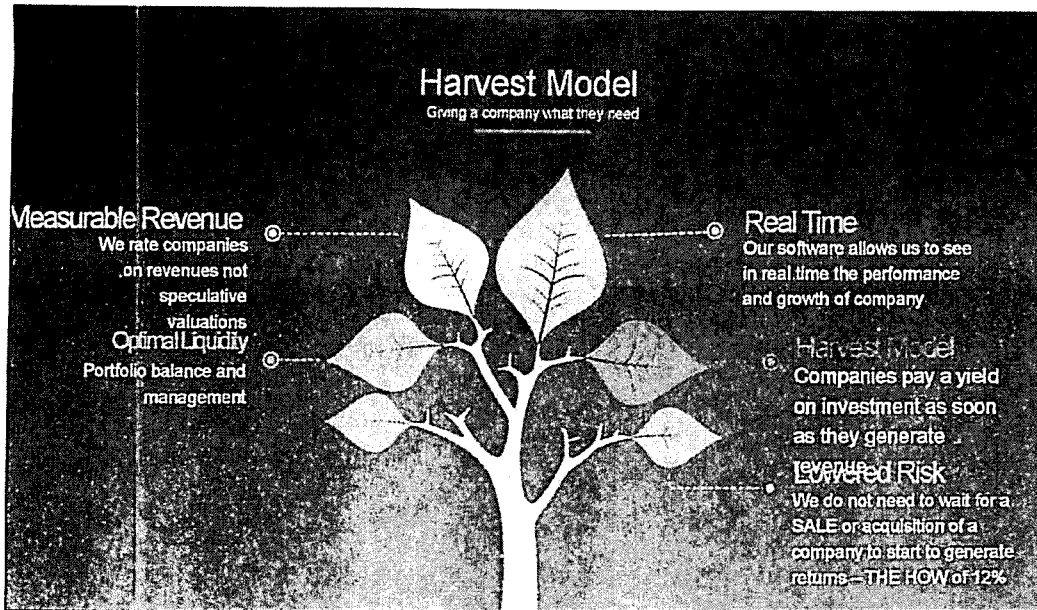


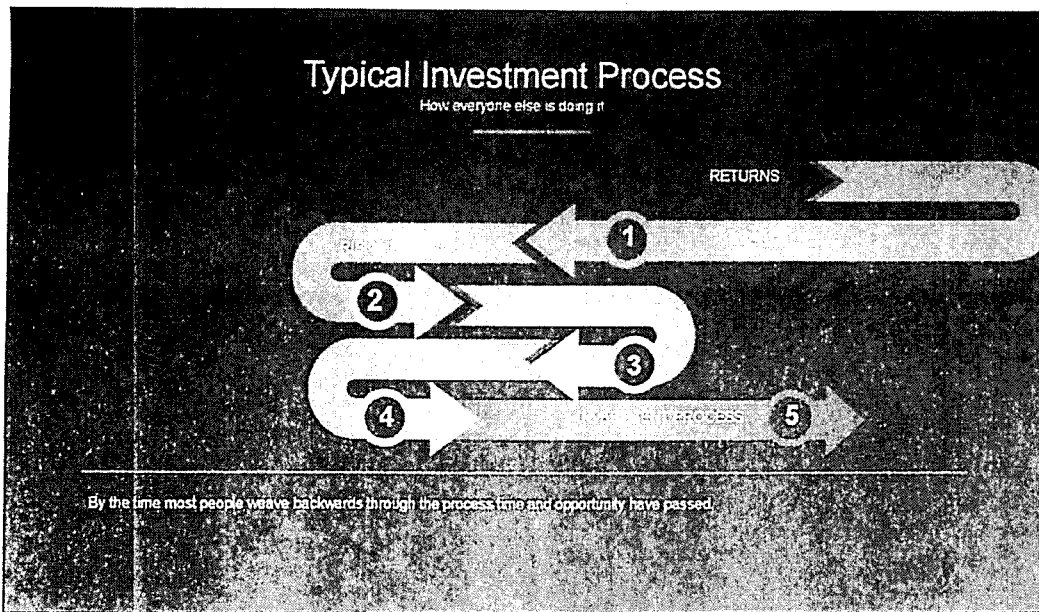
JUMP To RISK MITIGATION



App. 0824







**OE Terms**  
Individual Investment Product

OE Capital Partners is focused on breathing life into small businesses.

**12%** | **Contracted Minimum Yield**

**100%** | **100% Management Fee**

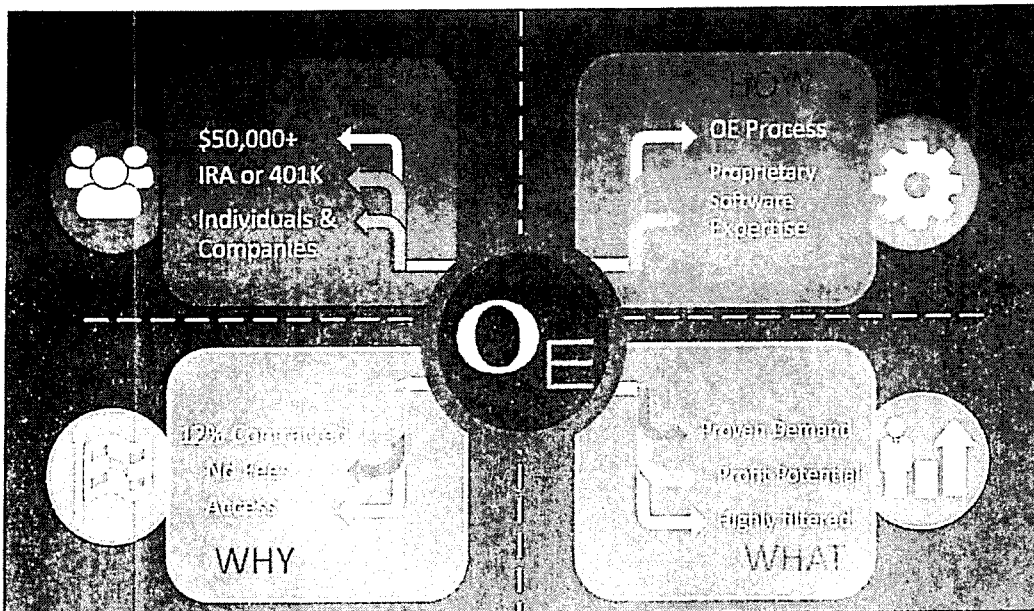
**100%** | **100% Transaction Fee**

**\$50,000** | **Minimum Investment**

**\$50** | **Quarterly Payouts**

## Key Questions — Please ask in questions box

- Marketing fee vs. Commissions
  - C4 Benefits is marketing our product
- Do you need a License ?
  - Dodd Frank Exemption EXCLUDES Venture Capital Firms
    - OE is a Venture Capital Firm ( we do not take DEBT or EQUITY in a company )
    - Under \$150MM
    - No redemption rights
- OE Capital Backgrounds
  - Patrick Howard, CEO
  - Cristina Cason, Profitability Portfolio Profitability
  - Tracy Alexander, Portfolio Performance
  - Dovile Soblinskas, Business Development



Quote b



## Marketing Fee Structure

### C4 Benefits Groups

- \* 3% up to 1 million rolling 12 months
- \* 3.5% 1-2 million
- \* 4% 2 million +

Series 2 Training: Sales Cycle Tuesday Jan. 26<sup>th</sup> @ 4pm CST

## Message

From: Dovile Soblinskas [IMCEAEX-

\_O=EXCHANGELABS\_OU=EXCHANGE+20ADMINISTRATIVE+20GROUP+20+28FYDIBOHF23SPDLT+29\_CN=RECIPIENTS\_CN=8205  
8FA64A054864ADB2CD7A379BE1E0-DOVILE@namprd20.prod.outlook.com]

Sent: 9/8/2015 2:40:05 PM

To: Jackson Clements [jclements@c4bg.com]; Patrick Howard [p.howard@optimaleconomics.net]

CC: Charles Heinzelman [cheinzelman@c4bg.com]

Subject: Re: custodian update

ct:

Ok gentlemen! Charles, please call me on Donald, we will have to do a few things online but I will make sure you can be on the phone or cc'd on the email.

I have ( finally ) some good news.

1. OE PPM has been approved by Midland IRA and an account is waiting for money to move to them and then it will be released. Depending on the 3rd party transferring the Midland process takes only about 2 days to release funds once everything is in order.

2. Their program usually goes like this: submit application, receive account number, get a pre-filled subscription with account number, docusign (online) to fund the investment. For us they will do this:

I will need to submit the name of a client and they will give me an **account number** so I can pre-fill all the info and the subscription and the DOI. So as soon as we know an appointment is set that name and any details you have needs to come to me and I will turn out all forms for you to print. Once we have this all under control we can automate the process.

3. They are going to try to give me their internal list of INKed signatures we need as far as medallions go for transfers. So far Millennium and JP Morgan Chase are on that list of ink needed. If that is the case, we just overnight paperwork to Midland. They follow up with all transfer forms within 2 days of submission and generate a welcome account email immediately.

SO! That being said, lets wait for our test account to clear, lets submit Donald as we will have his paperwork, and I will be putting another OE account through there tomorrow, then once all of those have transferred Jax we can re-schedule Hess. With it being so much money I want a clear path and process.

Thank you for your continued patience,

App. 0832

OE\_SEC\_021372

**DOVILE SOBLINSKAS**

Director of Business Development

**OPTIMAL ECONOMICS CAPITAL PARTNERS**

2101 Cedar Springs Rd Suite 1050, Dallas, TX 75201

d. 214.347.0598

c. 214.299.8969

NOTICE: This email is intended ONLY for the individual to whom it is addressed. It may contain privileged or confidential information which, by law, must not be disclosed, and, if one or more files are attached to this message, they are intellectual property owned by OECP LLC and MAY NOT BE DISTRIBUTED under any circumstances to any other party. If you are not the named person DO NOT PRINT, COPY OR DISTRIBUTE this email or any files included with it. If you do, you may be sued. Instead, please click "reply" and advise us that you received the email in error, delete BOTH the original and reply emails and remove them from your Delete folder. Thank you.

---

**From:** Jackson Clements <jclements@c4bg.com>

**Sent:** Tuesday, September 8, 2015 10:02 AM

**To:** Patrick Howard

**Cc:** Charles Heinzelman; Dovile Soblinskas

**Subject:** Re: custodian update

Ok ty

On Tue, Sep 8, 2015 at 11:01 AM, Patrick Howard <p.howard@optimaleconomics.net> wrote:

We would do Midland... the Pensco process would cause for the client to do too much online stuff. We should have the entire thing approved today... I'll keep you posted.

**From:** Jackson Clements [mailto:jclements@c4bg.com]

**Sent:** Tuesday, September 8, 2015 9:58 AM

**To:** Patrick Howard <p.howard@optimaleconomics.net>

**Cc:** Charles Heinzelman <cheinzelman@c4bg.com>; Dovile Soblinskas <Dovile@optimaleconomics.net>

**Subject:** Re: custodian update

which one is the one where we send y'all the info and then the paperwork is generated for us to get our clients to sign?

also are we 100% sure and confident that that particular company will work. I need to set another appointment with phil hess but I need to be 100% sure this will be my last paperwork appointment with him.

On Tue, Sep 8, 2015 at 10:54 AM, Patrick Howard <[p.howard@optimaleconomics.net](mailto:p.howard@optimaleconomics.net)> wrote:

So, we are moving forward with both Pensco and Midland... Pensco is mostly automated...online, interested parties and financial reps can submit paperwork and get all updates for clients. Very efficient, but will require the client to get online and complete the process for best efficiency.

Midland has been very, very hands on and helpful. Dovile has developed good relationships there, and they seem to be very quick. More of a paper process than Pensco, so we're thinking that may be better for you guys.]]

Both look really good right now, we will keep you updated.

Patrick

PATRICK O HOWARD

CEO

OPTIMAL ECONOMICS CAPITAL PARTNERS

2101 Cedar Springs Rd Suite 1050

Dallas, TX 75201

--

Jackson P Clements, III

CFO and SR. Executive V.P.

C4 Benefits Group, Inc.

813-448-1500\*205

727-492-9973 (Cell)

"Try Not, Do or Do Not, There is No Try"

--

Jackson P Clements, III  
CFO and SR. Executive V.P.  
C4 Benefits Group, Inc.  
813-448-1500\*205  
727-492-9973 (Cell)

"Try Not, Do or Do Not, There is No Try"

DocuSign Envelope ID: 2B914170-59CA-4DA6-ACEF-B77C3F720F99

FW-04043 OE Capital

EXHIBIT

b7D 46 1-21-16

Confidential Subscription Agreement • Regulation D Rule 506(b)

## Subscription Agreement

OE Capital Ventures LLC  
 Member of OE Capital Partners  
 1700 Pacific Ave  
 Suite 3680  
 Dallas, Texas 75201  
 Updated: January 2016

OE Capital Partners (the manager of OE Capital Ventures LLC):

You have informed the undersigned (the "Purchaser") that OE Capital Ventures LLC, a Texas corporation, (the "Company") wishes to raise investment capital from various persons by selling Series A Individual Preferred Membership at a Minimum Capital Account Balance price of One Dollar (\$50,000.00) per membership.

I have received, read, and understand the Limited Offering Memorandum dated January 1st, 2016 (the "Memorandum"). I further understand that my rights and responsibilities as a Purchaser will be governed by the terms and conditions of this Subscription Agreement, the Memorandum and the Preferred Limited Member Agreement of the Company. I understand that you will rely on the following information to confirm that I am a qualified investor, as defined in Regulation D promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and that I am qualified to be a Purchaser.

This Subscription Agreement is one of a number of such subscriptions for OE Capital Ventures LLC membership. By signing this Subscription Agreement, I offer to purchase and subscribe from the Company the minimum account balance set forth below on the terms specified herein. The Company reserves the right, in its complete discretion, to reject any subscription offer. If this offer is accepted, the Company will execute a copy of this Subscription Agreement and return it to me. I understand that commencing on the date of this Memorandum all funds received by the Company in full payment of subscriptions for membership will be deposited in the Company Operating Account by wire transfer as follows:

CAPITAL ACCOUNT BALANCE: \$ 11,000.00

Bank:	Green Bank
Bank Address:	2408 Cedar Springs Rd, Dallas, TX 75201
ABA Number:	113024164
Beneficiary:	OE Capital Ventures LLC
Account Number:	5501102965
Instructions:	Series A Preferred Individual Membership

DocuSign Envelope ID: 2B914170-59CA-4DA6-ACEF-B77C3F720F99

Confidential Subscription Agreement • Regulation D Rule 506(b)

1. Accredited Investor. I am an Accredited Investor because I qualify within one of the following categories:

Please Check The Appropriate Category

☐ \$1,000,000 Net Worth.

A natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase exceeds \$1,000,000 excluding the value of the primary residence of such natural person.

☐ \$200,000/\$300,000 Income.

A natural person who had an individual income in excess of \$200,000 (including contributions to qualified employee benefit plans) or joint income with such person's spouse in excess of \$300,000 per year in each of the two most recent years and who reasonably expects to attain the same individual or joint levels of income (including such contributions) in the current year.

☐ Director or Officer of Issuer. Any director or executive officer of the Company.

☒ All Equity Owners In Entity Are Accredited.

An entity, (i.e. corporation, partnership, trust, IRA, etc.) in which all of the equity owners are Accredited Investors as defined herein.

☐ Corporation.

A corporation not formed for the specific purpose of acquiring the membership offered, with total assets in excess of \$5,000,000.

☐ Other Accredited Investor.

Any natural person or entity which qualifies as an Accredited Investor pursuant to Rule 501(a) of Regulation D promulgated under the Act; specify basis for qualification:

\_\_\_\_\_



Purchaser's Initials

Confidential Subscription Agreement • Regulation D Rule 506(b)

2. Representations and Warranties. I represent and warrant to the Company that:

(A) I (i) have adequate means of providing for my current needs and possible contingencies and I have no need for liquidity of my investment in Series A Individual Preferred Membership, (ii) can bear the economic risk of losing the entire amount of my investment, and (iii) have such knowledge and experience that I am capable of evaluating the relative risks and merits of this investment; (iv) the purchase of Preferred Membership is consistent, in both nature and amount, with my overall investment program and financial condition.

(B) The address set forth below is my true and correct residence, and I have no intention of becoming a resident of any other state or jurisdiction.

(C) I have not utilized the services of a "Purchaser Representative" (as defined in Regulation D promulgated under the Securities Act) because I am a sophisticated, experienced investor, capable of determining and understanding the risks and merits of this investment.

Hm

Purchaser's Initials

(D) I have received and read, and am familiar with the Offering Documents, including the Memorandum, Subscription Agreement, and Partnership Agreement of the Company. All documents, records and books pertaining to the Company and the Units requested by me, including all pertinent records of the Company, financial and otherwise, have been made available or delivered to me.

(E) I have had the opportunity to ask questions of and receive answers from the Company's officers and representatives concerning the Company's affairs generally and the terms and conditions of my proposed investment in the Series A Individual Preferred Membership.

(F) I understand the risks implicit in the business of the Company. Among other things, I understand that there can be no assurance that the Company will be successful in obtaining the funds necessary for its success. If only a fraction of the maximum amount of the Offering is raised, the Company may not be able to expand as rapidly as anticipated, and proceeds from this Offering may not be sufficient for the Company's long term needs.

(G) Other than as set forth in the Memorandum, no person or entity has made any representation or warranty whatsoever with respect to any matter or thing concerning the Company and this Offering, and I am purchasing the Series A Individual Preferred Membership based solely upon my own investigation and evaluation.



DocuSign Envelope ID: 2B914170-59CA-4DA6-ACEF-B77C3F720F99

Confidential Subscription Agreement • Regulation D Rule 506(b)

(H) I understand that no Series A Individual Preferred Membership have been registered under the Securities Act, nor have they been registered pursuant to the provisions of the securities or other laws of applicable jurisdictions.

(I) The Series A Individual Preferred Membership for which I subscribe is being acquired solely for my own account, for investment and are not being purchased with a view to or for their resale or distribution. In order to induce the Company to sell preferred membership to me, the Company will have no obligation to recognize the ownership, beneficial or otherwise, of the membership by anyone but me.

(J) I am aware of the following:

- (i) Series A Individual Preferred Membership is a speculative investment which involves a high degree of risk; and
- (ii) My investment is not readily transferable; it may not be possible for me to liquidate my investment.
- (iii) The financial statements of the Company have merely been compiled, and have not been reviewed or audited.
- (iv) There are substantial restrictions on the transferability of the Series A Individual Preferred Membership registered under the Securities Act; and
- (v) No federal or state agency has made any finding or determination as to the fairness of the Series A Individual Preferred Membership for public investment nor any recommendation or endorsement of the membership;



Purchaser's Initials

(K) Except as set forth in the Memorandum, none of the following information has ever been represented, guaranteed, or warranted to me expressly or by implication, by any broker, the Company, or agents or employees of the foregoing, or by any other person:

- (i) The appropriate or exact length of time that I will be required to hold the Series A Individual Preferred Membership;

DocuSign Envelope ID: 2B914170-59CA-4DA6-ACEF-B77C3F720F99

Confidential Subscription Agreement • Regulation D Rule 506(b)

(ii) The percentage of profit and/or amount or type of consideration, profit, or loss to be realized, if any, as a result of an investment in the Series A Individual Preferred Membership;

(iii) That the past performance or experience of the Company, or associates, agents, affiliates, or employees of the Company or any other person, will in any way indicate or predict economic results in connection with the purchase of Series A Individual Preferred Membership;

(iv) The amount of dividends or distributions that the Company will make;

(L) I have not distributed the Memorandum to anyone, no other person has used the Memorandum, and I have made no copies of the Memorandum; and

(M) I hereby agree to indemnify and hold harmless the Company, its managers, directors, and representatives from and against any and all liability, damage, cost or expense, including reasonable attorneys fees, incurred on account of or arising out of:

(i) Any inaccuracy in the declarations, representations, and warranties set forth above;

(ii) The disposition of any of the Series A Individual Preferred Memberships by me which is contrary to the foregoing declarations, representations, and warranties; and

(iii) Any action, suit or proceeding based upon (1) the claim that said declarations, representations, or warranties were inaccurate or misleading or otherwise cause for obtaining damages or redress from the Company; or (2) the disposition of any of the membership.

(N) By entering into this Subscription Agreement, I acknowledge that the Company is relying on the truth and accuracy of my representations.

The foregoing representation and warranties are true and accurate as of the date hereof, shall be true and accurate as of the date of the delivery of the funds to the Company and shall survive such delivery. If, in any respect, such representations and warranties are not true and accurate prior to delivery of the funds, I will give written notice of the fact to the Company, specifying which representations and warranties are not true and accurate and the reasons therefor.

Purchaser's Initials

DocuSign Envelope ID: 2B914170-59CA-4DA6-ACEF-B77C3F720F99

Confidential Subscription Agreement • Regulation D Rule 506(b)

3. Transferability. I understand that I may sell or otherwise transfer my Series A Individual Preferred Membership only if registered under the Securities Act or I provide the Company with an opinion of counsel acceptable to the Company to the effect that such sale or other transfer may be made in absence of registration under the Securities Act. I have no right to cause the Company to register the Series A Individual Preferred Memberships. Any certificates or other documents representing my membership will contain a restrictive legend reflecting this restriction, and stop transfer instructions will apply to my membership.

4. Indemnification. I understand the meaning and legal consequences of the representations and warranties contained in Paragraph 2 hereof, and I will indemnify and hold harmless the Company, its officers, directors, and representatives involved in the offer or sale of the Series A Individual Preferred Membership to me, as well as each of the managers and representatives, employees and agents and other controlling persons of each of them, from and against any and all loss, damage or liability due to or arising out of a breach of any representation or warranty of mine contained in this Subscription Agreement.

5. Revocation. I will not cancel, terminate or revoke this Subscription Agreement or any agreement made by me hereunder and this Subscription Agreement shall survive my death or disability.

6. Termination of Agreement. If this subscription is rejected by the Company, then this Subscription Agreement shall be null and void and of no further force and effect, no party shall have any rights against any other party hereunder, and the Company shall promptly return to me the funds delivered with this Subscription Agreement.

7. Miscellaneous.

(a) This Subscription Agreement shall be governed by and construed in accordance with the substantive law of the State of Texas.

(b) This Subscription Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and may be amended only in writing and executed by all parties.

(c) By Purchasing the Series A Individual Preferred Membership in OE Capital Ventures LLC I hereby agree to the terms and provisions of the Operating Agreement of the LLC as included in this Memorandum as Exhibit B. I have hereby read and understand the Operating Agreement and understand how an LLC functions as a corporate entity.

Purchaser's Initials

DocuSign Envelope ID: 2B914170-59CA-4DA6-ACEF-B77C3F720F99

Confidential Subscription Agreement • Regulation D Rule 506(b)

8. Ownership Information. Please print here the total amount of Series A Individual Preferred Membership to be purchased, and the exact name(s) in which the membership will be registered under.

\$11,000.00

Purchased Capital Account Balance: \_\_\_\_\_

Name(s): Midland IRA, Inc. FBO Karen Stahl # 1638312

\_\_\_\_\_ Single Person

\_\_\_\_\_ Husband and Wife, as community property

\_\_\_\_\_ Joint Tenants (with right of survivorship)

\_\_\_\_\_ Tenants in Common

\_\_\_\_\_ A Married Person as separate property

\_\_\_\_\_ Corporation or other organization

\_\_\_\_\_ A Partnership

\_\_\_\_\_ Trust

☒ IRA

\_\_\_\_\_ Tax-Qualified Retirement Plan

(i) Trustee(s)/ Custodian \_\_\_\_\_

(ii) Trust Date \_\_\_\_\_

(iii) Name of Trust \_\_\_\_\_

(iv) For the Benefit of \_\_\_\_\_

\_\_\_\_\_ Other: \_\_\_\_\_

(please explain)

Social Security or Tax I.D.#: 47-5560347



Purchaser's Initials

DocuSign Envelope ID: 2B914170-59CA-4DA6-ACEF-B77C3F720F99

Confidential Subscription Agreement • Regulation D Rule 506(b)

Residence Address:

135 S. LaSalle St., Suite 2150

Street Address

Chicago

IL

60603

City

State

Zip

Primary Email: mail@midlandira.com

Phone Numbers:

Cell: ( )

Business: ( 312 ) 235-0300

Facsimile: ( 312 ) 235-0302

*HM*

Purchaser's Initials

9. Date and Signatures. Dated 5/16, 2016.

Signatures

*Harry Mark*

Purchaser Name (Print)

Midland IRA, Inc. FBO Karen Stahl # 1638312

(Each co-owner or joint owner must sign - Names must be signed exactly as listed under "Purchaser Name")

ACCEPTED:

OE Capital Partners

By: \_\_\_\_\_ Dated: \_\_\_\_\_, 2016

Patrick Howard

Manager

**Fund Terms - Series A**

(1/1/2016)

\$50,000 Investment Balance  
3 Year Commitment  
12% Annual Preferred Return  
Shared Portfolio Profits up to 20%  
Senior in the Revenue stream  
No Management Fees  
Income Option  
Asset Backed/Inventory Investment

**Key Features**

Portfolio Profits 80/20 Split Post Preferred  
Qualified & Non-Qualified Funds  
Defined Exit Timeframe  
Growth on 100% of investment  
Yearly Audit Reports on Portfolio  
Private Market Investment  
Active Investment Team  
OERA™ Software Monitoring

**Standard Quarterly Preferred Returns**

Series A - Individual	3%
Series B - Corporate	3%
Series C - High Net	6.25%

**Sales Charge**

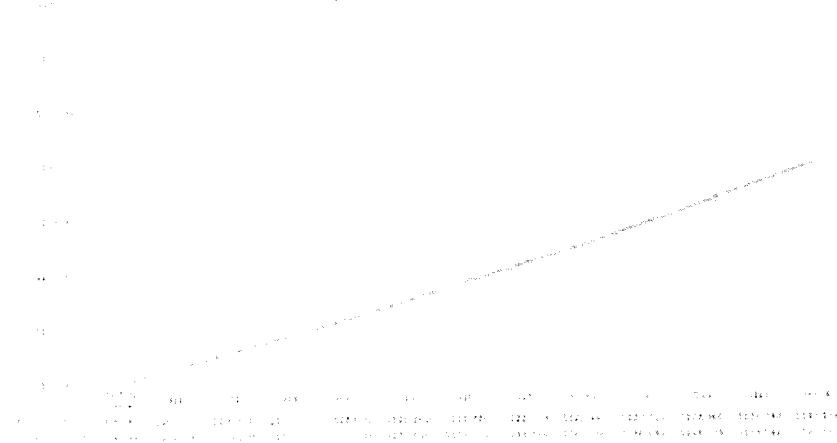
Capital Acquisition Cost	-4%
OE Revenue Refund	4%
Net Sales Charge	0%

OE Capital Partners pays preferred return on 100% percent of capital acquired. Therefore, OE surrenders the operating expense out of company profits not investor returns. This is not a common practice among financial institutions and often shows up as management fees or as expense ratios in competing firms. OE Capital Partners is a unique company.

**OERA™**

While the purchase of any investment is a speculative endeavor, OE Capital Partners has built a proprietary software, OERA™ that disconnects our investors from the underlying risk of the assets using bank liquidity modeling techniques. OERA™ is a modeling software that measures portfolio risks as they relate to the global economy, intricate industry specific supply and demand factors, and overall the context of the OE Capital Ventures portfolio. OERA™ analytics and employment of cutting edge sales service technology gives OE Capital Partners the ability to properly adjust for the price of the liquidity risk on a near real-time basis.

FOIA Confidential Treatment  
Requested by K&L Gates LLP

**SERIES A PREFERRED INDIVIDUAL MEMBERSHIP****Investment Profile****3 Year Growth of \$100,000 Investment - with Dividend Reinvestment****Fund Description**

The fund is a multi-sector and diverse group of privately held companies, sharing qualities of high growth potential, proven demand, and innovative market solutions. The fund seeks to provide consistent double digit returns. Its secondary goal is liquidity of the investment returns to provide necessary income distributions. The fund's focus is primarily in consumer goods.

Series A - Individual Projected Returns (%)				Series A - Returns Nominal (in Thousands)			
	Year 1	Year 2	Year 3	Year 1	Year 2	Year 3	
Minimum	12	12	12	\$112	\$125	\$140	
Expected	18.4	18.4	18.4	\$118	\$140	\$166	
Series B - Corporate Projected Returns (%)				Series B - Returns Nominal (in Thousands)			
	Year 1	Year 2	Year 3	Year 1	Year 2	Year 3	
Minimum	12	12	12	\$112	\$125	\$140	
Expected	18	18	18	\$116	\$135	\$156	
Series C - High Net Yield Projected Returns (%)				Series C - Returns Nominal (in Thousands)			
	Year 1	Year 2	Year 3	Year 1	Year 2	Year 3	
Minimum	2%	2%	2%	\$412.50	\$360.60	\$488.30	

\*Series C is an annualized 12.50% investment

Performance data represents future projected performance. Current performance may differ from performance shown. The fund's investment returns will change with portfolio performance. The fund's minimum contracted performance threshold is 12% annually, 18% is the expected average.

**Investment Philosophy & Methodology**

OE Investment philosophy and revenue capture models are built on key principles of collaboration, performance and real-time data. All OE business plans and growth models align incentives so that human behavior mirrors intended project outcomes. OE Methodology is based on top tier marketing standards. Our marketing conversion rate, for example, are always the strictest industry rate or one half of one percent (0.5%) conclusively our modeling rate are the lowest probable statistical outcomes for the revenue capture projections. Additionally, OE Capital Partners strengthens the model of portfolio development by following the franchise model to ensure operational scalability.

**The Key Method**

The Key Method is a due diligence process that utilizes a unique approach in the selection and the proper allocation of resources designated for project selection, company development, market strategy, and the overall profitability of the portfolio. The method requires a strict adherence to objectivity throughout the process and requires our investment team to be hyper-selective in the companies that we choose for the portfolio. We believe that in following this method we align the interest of our companies with that of our investors, giving us a unique advantage.

**Current Portfolio Holdings**

**Whrzt!** Consumer Goods, Geolocation, Technology  
**Athletes Performance Gear** Specialized Training Equipment  
**Future Products of America** Innovation and Consumer Goods  
**RivaCare** Telehealth and Delivery

OE Capital Partners puts all project companies through an intensive and objective due diligence period where companies meet required contract criteria to be selected into our portfolio.

OEC\_SEC\_001302

OE Capital Ventures LLC managed by OE Capital Partners

App. 0844



## Team Members

### Patrick O. Howard CEO

22 years of experience in the technology and financial sector, leading based on the importance of Austrian Economics School of thought. Grounded experience in risk mitigation, long-term capital flows, and market creation for businesses and investment. Experienced in all market sectors and business flow modeling. Has a love and passion for technology, innovation, systems flow and created the OERA™ software for OE Capital. Chiefly responsible for capital formation, portfolio structure, and deal execution.

### Cristina Cason

#### Deal Structure and Profitability

Self-made entrepreneur, trained forensic accountant and profitability specialist, responsible for all company financial due diligence, capital projections, and overall fund profitability.

### Dovile Soblinskas

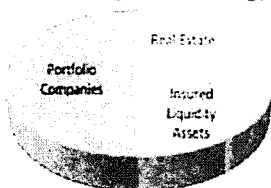
#### Business Development

Experienced project planner and financial consultant focused on efficiency systems and market opportunity for deal flow acquisition. Keyed in on relationship building for internal company expansion, marketing, and investor satisfaction.

## Contact

OE Capital Partners  
1700 Pacific, Suite 3650  
Dallas, TX 75201  
(214) 432-8277  
Dovile@oecapitalpartners.com  
www.OEcapitalpartners.com

## Portfolio Management Strategy



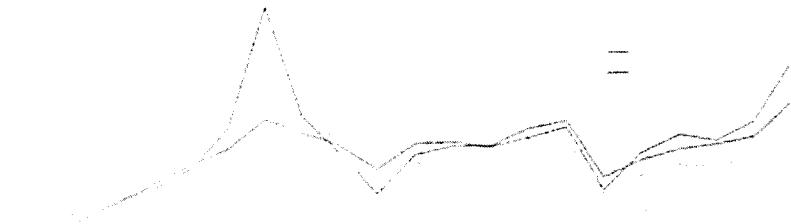
Our portfolio investment strategy distributes investment funds into portfolio companies, insured liquidity assets and top loss real estate to achieve a dynamic approach for growth.

The purchase of this membership is a speculative investment. However, the Company is mitigating the risk involved, the minimum preferred return and principal with the estate funding, stop loss, and insurance based assets. While this should not be considered a guarantee, the company seeks to separate the risk of the underlying assets, from the return of the investor. Each prospective investor for the membership should carefully read the Memorandum and all Exhibits. EACH PROSPECTIVE INVESTOR SHOULD CONSULT WITH HIS/HER/ITS ATTORNEYS, ACCOUNTANTS AND BUSINESS ADVISERS PRIOR TO ANY INVESTMENT.

Requested by K&L Gates LLP

BUILDING STRATEGIC INVESTMENT OPPORTUNITIES  
THROUGH THE PROLIFERATION OF  
HUMAN CAPITAL, TECHNOLOGY, AND RELATIONSHIPS.

OE Capital Partners - Building Wealth



	OECP	DOW	S&P 500	Nasdaq
Total Net Growth	\$ 432,315	\$ 94,427	\$ 129,600	\$ 175,895
Total Avg % Growth per Year	12.00%	5.45%	4.88%	6.49%
Mkt Average Annual Mgmt Fee %	0%	2%	2%	2%
Total Mgmt Fees Paid	\$ -	\$ 41,184	\$ 38,053	\$ 42,905

OE Capital Partners - Total Net Growth from 2014 to 2016. Total Net Growth is the S&P 500 and the NASDAQ. OE Capital Partners is not responsible for the growth of the market. The growth of the market is the result of the market's performance.

## Acceptable Forms of Investment

**Qualified** plans are designed to offer and actually added tax benefits on top of their regular retirement plans, such as 401(k). Employees deduct an allowable portion of pretax wages from the employees' and the contributions and the earnings then grow tax-deferred until withdrawal.

**Non-qualified** plans are those that are not eligible for tax deferral benefits. Consequently, deducted contributions for non-qualified plans are taken when income is recognized. This generally refers to when employee must pay income taxes on benefits associated with their employment. Cash savings and annuities that are not tax-deferred.

## Glossary of Terms

**Debt** – money that is owed or due.

**Guarantee** – A surety, surety bond or guaranty, in finance, is a promise by one party to assume responsibility for the debt obligation of a borrower if that borrower defaults. The person or company that provides this promise, is also known as a surety or guarantor.

**Management Fee** – is the cost of having your assets professionally managed. The fee pays other people to select which investments you may follow with that of the other investors in the fund is invested into, to do all the paperwork needed and to provide information about the fund's holdings and performance regardless of the assets' performance.

**OERA™** – Optimal Ecosystem Risk Adjusted, a discipline that stresses liquidity risks using regression analysis and matrix models, complex mathematics and behavioral economics to analyze and adjust in real time the financial risks of a defined portfolio.

**Portfolio of Investments** – A grouping of financial assets including, privately held companies, stop-loss assets, and other types of securities. Portfolios are held directly by investors and/or managed by financial professionals.

**Preferred Return** – The initial returns due to the investors prior to any other distributions off of top line revenues from portfolio.

**Private Equity** – Equity capital that is not quoted on a public exchange. Private equity consists of investors and funds that make investments directly into private companies or conduct buyouts of public companies that result in a delisting of public equity. Capital for private equity is raised from retail and institutional investors, and can be used to fund new technologies, expand working capital within an owned company, make acquisitions, or to strengthen a balance sheet.

OE\_C SEC\_001303

OE Capital Ventures LLC managed by OE Capital Partners

App. 0845



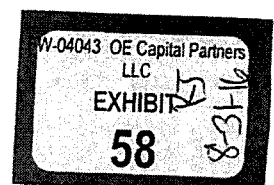
CAPITAL PARTNERS

DISRUPTIVE PRIVATE EQUITY



POWER YOUR PORTFOLIO

C4 Benefits Group\_001033



App. 0846





Optimal Economics Capital Partners was born out of the market necessity to provide capital for businesses to grow and expand without the detrimental loss of directional control and the need for individuals to have access to growth producing entities within our economy. We see our role as a mutually beneficial ecosystem, where we all play and we all win.

[info@optimaleconomics.net](mailto:info@optimaleconomics.net)

[www.OptimalEconomics.net](http://www.OptimalEconomics.net)

C3 Benefits Group\_001034

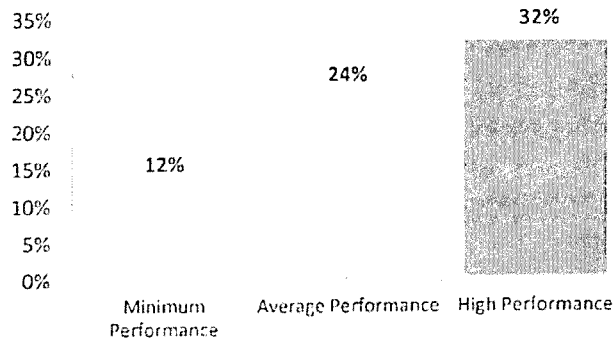
App. 0847



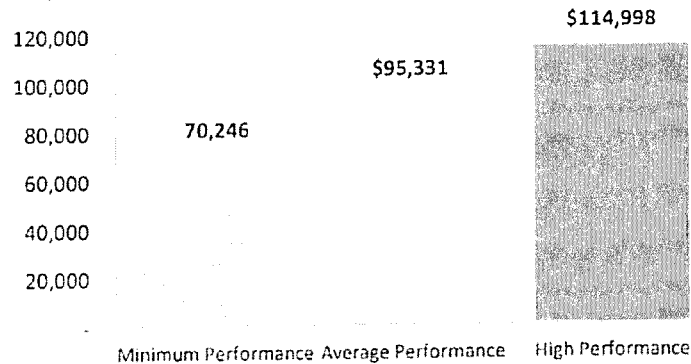
## Portfolio & Internal Outlook

Based on contracted OE Capital Partners Portfolio Companies

### 2018 Blended Return Rates



### Nominal Returns on \$50,000



### OE Capital Partners Profit & Loss 2015 – 2017

	2015E	2016E	2017E
Sales	\$1,331,800	\$1,800,000	\$1,800,000
Total Income	\$1,585,805	\$4,559,668	\$6,169,041
Expenses	\$503,263	\$679,400	\$679,400
Net Profit	\$1,082,542	\$3,880,268	\$5,489,641

C4 Benefits Group\_001035

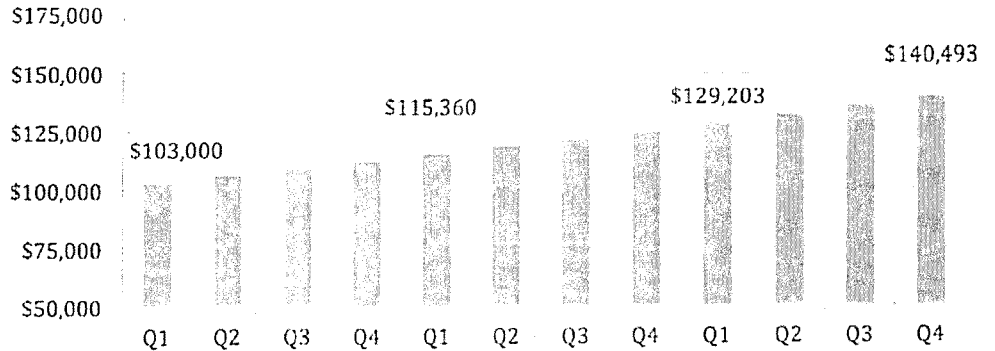
App. 0848



## Explanation of Portfolio with Reinvestments

Scenario 1: Assumes only a preferred growth of 12%

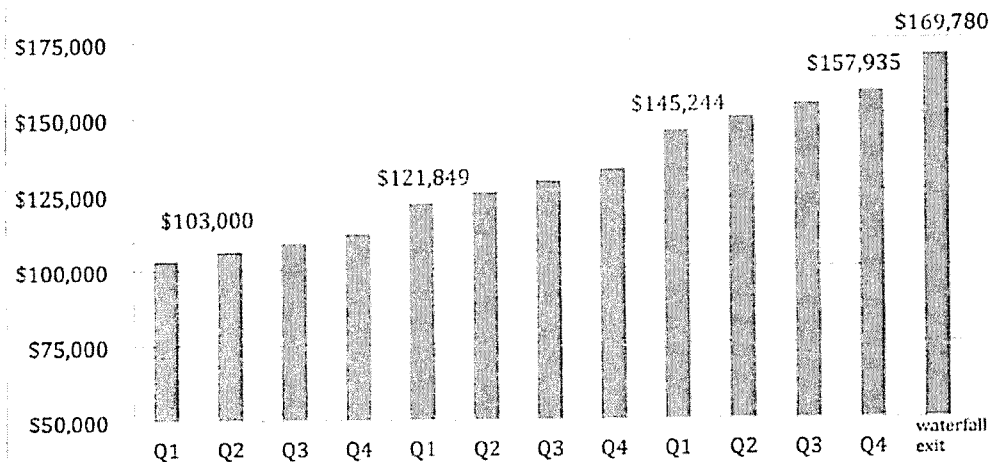
### 12% Pref reinvested over 3 years



This is the lowest estimate of the performance of your investment with the Optimal Economics assurance model. This assumes that you reinvest the 12% preferred yield for the duration of the investment.

Scenario 2: Assumes regular preferred yield 12%, and addition 6-10% yearly waterfall (conservative)

### 12% Pref + Waterfall reinvested over 3 years



This estimate highlights the performance of your investment with a yearly waterfall, it contains a 12% growth of the assured investment and averages low, medium and high performing companies in the portfolio and assumes both dividends are reinvested yearly.

## Current Interest Rates

CDs: \*

3-month CD trends

CD rates	1-year CD	5-year CD	1-year jumbo	5-year jumbo	MMA
6/10/2015 0.27	0.86	0.3	0.91	0.09	
6/3/2015 0.27	0.86	0.3	0.91	0.09	
5/27/2015 0.27	0.86	0.3	0.91	0.09	
5/20/2015 0.27	0.86	0.3	0.91	0.09	
5/13/2015 0.27	0.86	0.3	0.9	0.09	
5/6/2015 0.27	0.89	0.29	0.94	0.09	
4/29/2015 0.27	0.88	0.29	0.93	0.09	
4/22/2015 0.27	0.88	0.29	0.93	0.09	
4/15/2015 0.27	0.88	0.3	0.93	0.09	
4/8/2015 0.27	0.88	0.29	0.92	0.09	

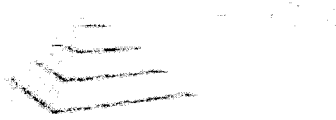
\* <http://www.bankrate.com/finance/cd/current-interest-rates>

## Fixed Annuities:

3 Year Rate - 2.00%  
 4 Year Rate - 2.10%  
 5 Year Rate - 3.25%  
 6 Year Rate - 2.90%  
 7 Year Rate - 3.40%  
 8 Year Rate - 3.10%  
 9 Year Rate - 3.25%  
 10 Year Rate - 3.40%

C4 Benefits Group\_001037

App. 0850



## Mortgage Rates\*\*:

### 3-month mortgage trends

Mortgage rates	30-year fixed	15-year fixed	5/1 ARM	30-year jumbo
6/10/2015	4.15	3.39	3.24	4.17
6/3/2015	4.03	3.26	3.18	4.06
5/27/2015	4.0	3.22	3.17	4.07
5/20/2015	4.03	3.23	3.19	4.13
5/13/2015	4.01	3.22	3.17	4.09
5/6/2015	3.99	3.17	3.19	4.07
4/29/2015	3.86	3.07	3.11	3.97
4/22/2015	3.79	3.03	3.09	3.92
4/15/2015	3.79	3.03	3.08	3.9
4/8/2015	3.82	3.04	3.06	3.92

\*\* <http://www.bankrate.com/finance/mortgages/current-interest-rates>

## Index Annuity Rates

*Did you know that over 70% of fixed indexed annuities are purchased with a guaranteed income rider? Or that most FIA owners begin taking income after two years?*

***We did!***

*For clients taking income early, these are your Income Annuity options...*

**Guaranteed Lifetime Income Comparison**

ISSUE AGE	INCOME YEAR	INCOME ANNUITY	COMPANY X	COMPANY Y	COMPANY Z
63	0	\$6,642	Not Allowed		
	2	\$6,815	\$6,360	\$6,003	\$6,254
65	0	\$5,668	Not Allowed		
	2	\$6,815	\$6,612	\$6,248	\$6,254
67	0	\$5,746	Not Allowed		
	2	\$6,931	\$6,864	\$6,493	\$6,254
70	0	\$6,136	Not Allowed		
	2	\$7,627	\$7,430	\$6,860	\$6,860

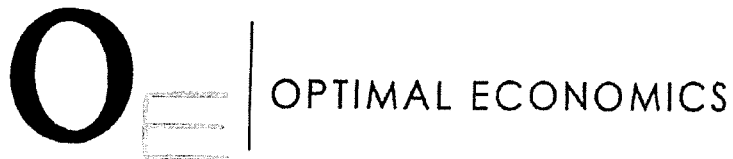
Guaranteed income quote is assuming \$100,000 single premium. The table above shows only guaranteed lifetime income. Competitor annuities may offer rates and features that may be more favorable. Be sure to compare all material features including bonuses, crediting rates, fees, charges and limitations before recommending one annuity over another.

...OR...

## Insured Liquidity

ISSUE AGE	INCOME YEAR	INCOME Insured Liquidity
63	0	\$12,000
	1+	\$12,000 + Waterfall
65	0	\$12,000
	1+	\$12,000 + Waterfall
67	0	\$12,000
	1+	\$12,000 + Waterfall
70	0	\$12,000
	1+	\$12,000 + Waterfall

***Plus you receive your entire Principal at end of 36<sup>th</sup> month to reinvest or cash out; your choice!***



## Guarantee versus Insure:

*How Optimal Economics differs from other private equity and investment products*

### Private Equity guarantees your return and what does that mean?

A guarantee on your investment in the private equity resembles that of a bond buying on the assets of the company of choice. The PE firm will do their due diligence and forensic accounting of the chosen company to determine the value of assets that the company has and will leverage debt on those assets. The debt in this case secures the asset and pays a dividend much like an interest rate "guaranteeing" you a yield typically around 5-8%. If the company succeeds or fails you have a guarantee that your yield will be stable because the asset can always be liquidated to pay the investor terms. Therefore, the guarantee comes from a debt-leveraging model a typical PE firm takes up. The only caveat on a guarantee from the Private Equity world is they can liquidate, or sell off, the asset at anytime, essentially giving you back your money early and not paying you a guaranteed yield for any length of time. Since you did not lose money there is no downside to them behaving in such a matter but if your goal was to make money for a defined period of time then it may not meet your ultimate objective of growing your dollars.

**Guarantee:** A surety, surety bond or guaranty, in finance, is a promise by one party to assume responsibility for the debt obligation of a borrower if that borrower defaults. The person or company that provides this promise, is also known as a surety or guarantee.

### Optimal Economics insures your yield and how is that different?

Optimal Economics investment philosophy insures your risk without debt on a company rather than providing guarantees on your yield. Our due diligence process looks at the company make up, operational gaps, and liquidity needs of any given project and using a OERA\*\* methodology calculates the risk and risk factors in any portfolio that we may invest in. By having tangibles our risk profile we are able to assess the impacts on our portfolio and assign a value to each variance at any given time. Having a real time layout of the liquidity needed and the risk we are assuming we can then use market insurance mechanisms to insure principle and preferred yield before any personal investment dollars are used for debt-leveraging against company assets. Our insured 12% yield then comes from strategy and is unrelated to the actual behavior or outcome of the portfolio. We use our company capital to shield your money from risk in a defined 3 year time frame. By using methodology of insurance that exists in every industry from home appliances to vehicles we are able to insure your investment dollars and yield without having to take on debt or liquidating company assets and allow defined time frame where you can plan on a return and know the value of your money.

**Insure:** to safeguard against loss or damage (by buying insurance).

**\*\*OERA:** a discipline that assesses liquidity risks using calculus and matrix models. It applies mathematics and behavioral economics to analyze and adjust in real time the financial risks of a defined portfolio.

C4 Benefits Group\_001040



## Qualified versus Non-Qualified Funds

---

### *Acceptable funds and how taxation affects your outcome*

#### Qualified Funds

Qualified plans are designed to offer individuals added tax benefits on top of their regular retirement plans, such as IRAs. Employers deduct an allowable portion of pretax wages from the employees, and the contributions and the earnings then grow tax-deferred until withdrawal.

#### Non-qualified

Non-qualified plans are those that are not eligible for tax-deferral benefits. Consequently, deducted contributions for non-qualified plans are taxed when income is recognized. This generally refers to when employees must pay income taxes on benefits associated with their employment.

The main difference between the two plans is the tax treatment of deductions by employers, but there are other differences. A plan must meet several criteria to be considered qualified, including:

**Disclosure** - Documents pertaining to the plan's framework and investments must be available to participants upon request.

**Coverage** - A specified portion of employees, but not all, must be covered.

**Participation** - Employees who meet eligibility requirements must be permitted to participate.

**Vesting** - After a specified duration of employment, a participant's rights to pensions are non-forfeitable benefits.

**Nondiscrimination** - Benefits must be proportionately equal in assignment to all participants in order to prevent excessive weighting in favor of higher paid employees.



### *Acceptable Investment Accounts*

Account Type	Avg. Growth	Taxes Applied Upon Withdrawal	Early Withdrawal Fees	Option for Income	Liquid
Money Markets	3%	Income Tax	No	Yes	Yes
401K	5%	Income Tax	Yes	No	No
IRA	6-8%	Income Tax	Yes	No	No
Fixed Annuity	2-3%	Income Tax	Yes	No	No
403B	4-5%	Income Tax	Yes	No	No
Savings	1.00%	None	No	Yes	Yes
Mutual Funds * Non-Qualified	6-8%	Capital Gains Tax	No	Yes	Yes
CDs	1.00%	Income Tax	Yes	No	No
Real Estate	3-4%	Capital Gains Tax	No	Yes	No
OECP Benefits	20%	Tax	No	Yes	Quarterly Distribution 12% preferred yield & share in waterfall 80/20 annually up to 20%, or reinvest for compound principle after 3 yrs.

### Ordinary income taxation

Ordinary income can be simply defined as the income earned from providing services or the sale of goods (inventory). This category includes income earned from interest, wages, rents, royalties and similar income streams. Ordinary income is taxed at different rates depending on the amount of income received by a taxpayer in a given tax year. In 2012, there are currently six tax brackets for taxing ordinary income: 10%, 15%, 25%, 28%, 33%, and 35%. These ordinary income marginal tax brackets are scheduled to expire at the end of 2012. In 2013, the 10% through 28% tax rates will remain the same and the top two rates of 33% and 35% will be replaced with higher rates, 36% and 39.6% respectively.

### Capital gain taxation

Capital gains are usually associated with the sale or exchange of property characterized as capital assets. The amount of gain is measured as the difference between the amount received by the taxpayer on the sale less the original purchase price, adjusted through the date of the sale (purchase price plus any improvements less depreciation taken).

The category of capital gain taxation is further broken down into long and short term capital gains. If a property is sold within one year of its purchase, the gain is characterized as short-term and taxed at the same marginal rate as the taxpayer's other ordinary income. Thus, at least for short-term gains, the tax rates are the same as the taxpayer's ordinary income. On the other hand, if the taxpayer holds the property for more than one year before selling, the gain is characterized as long term capital gain and is taxed at a favorable long-term rate.

In 2012, the long-term capital gain tax rate is 15% and this reverts on January 1, 2013 to the previous long-term rate of 20%. Long-term capital gains, on assets held for over one year, are subject to a lesser tax rate than short-term capital gains from investments held for less than one year. For more details on capital gain taxes and investment income, see Internal Revenue Service publications 17 and 550, at [www.irs.gov](http://www.irs.gov). Optimal Economics Investment returns are categorized as long-term capital gains.

C4 Benefits Group\_001042

App. 0855



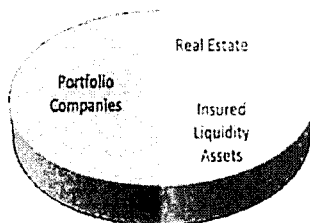
### Fund Terms (as of 10/1/2015)

\$50k a Unit  
3 year commitment  
12% contracted yield, paid quarterly  
Waterfall profits up to 20%  
Senior in the Revenue stream  
No Management Fee

### Key Features

Annual minimum returns backed by insurance  
80/20 Split on waterfall profits  
Only one unit required to invest  
Defined exit strategies  
Closely monitored portfolio  
Daily management of risk/insurance ratio  
100% transparency of capture revenue  
Potential CapX returns  
Qualified & Non-Qualified Funds

### Portfolio Management Strategy



Our portfolio investment strategy distributes investment funds into portfolio companies, insured liquidity assets and stop loss real estate to achieve a dynamic approach for growth.

## OE PORTFOLIO ANALYSIS - SERIES A

### Product Profile

#### Fund Description

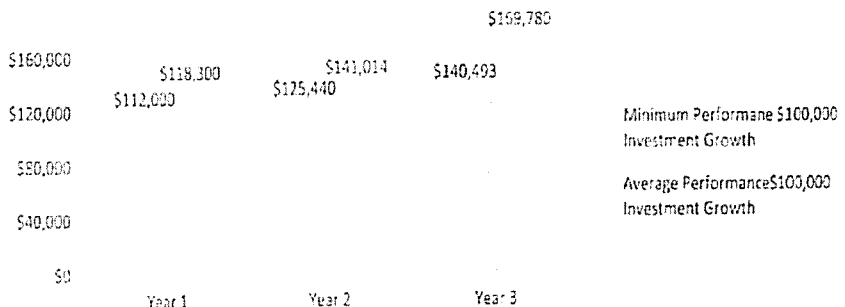
The fund is part of a portfolio of investments of handpicked privately held companies with high growth potential, where the risk is hedged by insuring the yield on the daily revenue of each company within the portfolio.

#### Performance Data

	Year 1	Year 2	Year 3
Minimum Performance	12%	12%	12%
\$100,000 Investment Growth	\$112,000	\$125,440	\$140,493
Average Performance	18%	19%	20%
\$100,000 Investment Growth	\$118,300	\$141,014	\$169,780

Performance data represents future performance, which has a 12% insured minimum yield, regardless of market conditions or individual company performance. Investment growth is displayed as a \$100,000 initial investment into an OE portfolio reinvested over 3 years without dividend distribution.

#### Performance Data



### Investment Philosophy

We believe that all lives matter and that everyone should have access to wealth producing entities. Through this lens we look for and provide investors with opportunities that have been traditionally unavailable or inaccessible. Our investment goal is to finance companies and individuals that have proven success to drive profit, to grow those relationships and to find market symmetries within our portfolio.

We believe that equity is a better source of endowment than debt or arbitrage. And we reach our revenues within a harvest model where returns are measured in scale and as a non-linear function so that all companies remain liquid in pursuit of their outcome.

Within our philosophy risk is not the deciding factor that keeps us out of the market. Our portfolio companies undergo an intensive and revealing architecture process where all liabilities and liabilities are calculated and understood. With such an in depth measure we can apply our OERA model and actually measure our daily risk involved. Through the ability to measure we are able to insure for our risks. Our strategy allows us to diversify for optimal return and revenues rather than the typical downward dilution of profiles that yields a lower return.

### Risk Strategy

While, the purchase of any investment is a speculative endeavor, Optimal Economics Capital Partners LLC has a proprietary portfolio model that disconnects our investors from the underlying risk of the assets using insurance modeling techniques. Much like an insurance company that knows at any given time, the overall risks of the policy population, our OERA model allows us to have real-time risk adjusted monitoring of the liquidity in our portfolio. These analytics give OECP the ability to properly adjust for the price of the liquidity risk in on a near real-time basis. Since we can determine the price of the risk, much like insurance companies, then we can insure for that risk. Therefore, because of the proprietary model, OECP has the capability to insure the principle plus minimum yield return to its investors.



## Team Members

### Patrick Howard

CEO, Optimal Economics, RIA

22 years of experience in the technology and financial sector, leading voice on the importance of Austrian Economics School of thought. Grounded experience in risk mitigation, long term capital flows, and market creation for businesses and investment. Has a love and passion for technology and innovation. Chiefly responsible for Capital Formation efforts, portfolio structure, and deal execution.

### Cristina Cason

Deal Structure and Profitability

Self made entrepreneur, trained forensic accountant and profitability specialist, responsible for all company financial due diligence, capital projections, and over all fund profitability.

### Dovile Soblinskas

Business Development

Experienced project planner and financial consultant. Focused on efficiency and market opportunity for deal flow acquisition. Keyed in on relationship building for company expansion, marketing, and investor satisfaction.

## Contact

1700 Pacific, Suite 3680

Dallas, TX 75201

(214) 432-8277

Dovile@oecapitalpartners.com

## BUILDING STRATEGIC INVESTMENT OPPORTUNITIES THROUGH THE PROLIFERATION OF HUMAN CAPITAL, TECHNOLOGY, AND RELATIONSHIPS.

### Acceptable Forms of Investment

Account Type	Avg. Growth	Taxes Applied Upon Withdrawal	Early Withdrawal Fees	Option for Income	Liquid
Money Markets	3%	Income Tax	No	Yes	Yes
401k	5%	Income Tax	Yes	No	No
IRA	5-8%	Income Tax	Yes	No	No
Fixed Annuity	2-3%	Income Tax	Yes	No	No
403B	4-6%	Income Tax	Yes	No	No
Savings	1-10%	None	No	Yes	Yes
Mutual Funds * Non-Qualified	5-8%	Capital Gains Tax	No	Yes	Yes
CDs	1-6%	Income Tax	Yes	No	No
Real Estate	3-4%	Capital Gains Tax	No	Yes	No
CECP Benefits	20%	Capital Gains Tax	No	Yes	Quarterly Distribution 12% preferred yield & share in waterfalls 80/20 annually up to 20%, or reinvest for compound principle after 3yrs

**Qualified** plans are designed to offer individuals added tax benefits on top of their regular retirement plans, such as IRAs. Employers deduct an allowable portion of pretax wages from the employees, and the contributions and the earnings then grow tax-deferred until withdrawal.

**Non-qualified** plans are those that are not eligible for tax-deferral benefits. Consequently, deducted contributions for non-qualified plans are taxed when income is recognized. This generally refers to when employees must pay income taxes on benefits associated with their employment. Cash, savings, and any funds that are post-tax.

The main difference between the two plans is the tax treatment of deductions by employers, but there are other differences. A plan must meet several criteria to be considered qualified, including:

**Disclosure** - Documents pertaining to the plan's framework and investments must be available to participants upon request.

**Coverage** - A specified portion of employees, but not all, must be covered.

**Participation** - Employees who meet eligibility requirements must be permitted to participate.

**Vesting** - After a specified duration of employment, a participant's rights to pensions are non-forfeitable benefits.

**Nondiscrimination** - Benefits must be proportionately equal in assignment to all participants in order to prevent excessive weighting in favor of higher paid employees.

## Glossary of Terms

**Debt** - money that is owed or due.

**Guarantee** - A surety, surety bond or guaranty, in finance, is a promise by one party to assume responsibility for the debt obligation of a borrower if that borrower defaults. The person or company that provides this promise, is also known as a surety or guarantee.

**Insured** - to safeguard against loss or damage (by buying insurance).

**OERA** - Optimal Ecosystem Risk Adjustor, a discipline that assesses liquidity risks using calculus and matrix models. It applies mathematics and behavioral economics to analyze and adjust in real time the financial risks of a defined portfolio.

**Portfolio of Investments** - A grouping of financial assets including, privately held companies, stop-loss assets, and other types of securities. Portfolios are held directly by investors and/or managed by financial professionals.

**Preferred Yield** - The initial returns due to the investors prior to any other distributions.

**Private Equity** - Equity capital that is not quoted on a public exchange. Private equity consists of investors and funds that make investments directly into private companies or conduct buy-outs of public companies that result in a delisting of public equity. Capital for private equity is raised from retail and institutional investors, and can be used to fund new technologies, expand working capital within an owned company, make acquisitions, or to strengthen a balance sheet.

**Waterfall** - A waterfall distribution describes the method by which capital is distributed to a fund's investors as returns over the preferred yield are realized. It specifies, for example, that an investor will receive his or her initial investment plus a preferred return before the general partners can participate in the profits.

The purchase of Units is a speculative investment. However, the Company is backing the minimum preferred yield and principal with insurance based assets. While this should not be considered a guarantee, the company separates the risk of the underlying assets, from the return of the investor. Therefore, there is assurance of the return of principal and minimum yield distribution. Each prospective investor for the Units should carefully read this Memorandum and all Exhibits hereto. EACH PROSPECTIVE INVESTOR SHOULD CONSULT WITH HIS/HER/ITS ATTORNEYS, ACCOUNTANTS AND BUSINESS ADVISERS PRIOR TO MAKING AN INVESTMENT.

CECP Member of Howard Capital Holdings, LLC 4 Benefits Group\_001044



DISRUPTIVE  
PRIVATE EQUITY  
to  
POWER  
your portfolio

we do

we're here

**OE Capital Partners** was started in Dallas, Texas as a disruptive private equity firm. With an active investment team led by Patrick Howard, Founder & CEO with over 20 years of experience in technology, solutions consulting, and wealth management, OE Capital Partners is an impressively aggressive private equity fund that challenges the assumptions of our current market environment.

**OE Capital Partners** crafted an integrated approach and solution to open high growth private markets that were previously inaccessible to the average person. Through our dynamic portfolio approach and revenue-based funding model we have created wealth engines that contractually provide double-digit returns. This allows your dollars to grow at the velocity experienced by most private investment funds with the added benefit of a defined time line.

**OE Capital Partners** was created from a market need for an alternative to the unpredictable and volatile public market. Our mission is to change the predatory nature of the private economy while breaking down the barriers to entry for the mass affluent. We are the market solution for the demand of private market capital needed by early stage and high impact companies and the supply of idle savings of the majority of the US economy.

### Key Offerings and Benefits

12% Contracted Return  
No Management Fee  
3 year commitment

\$50,000 Investment Unit  
Private Market Growth  
Qualified and Non-Qualified Savings

OFFICE: (214) 299 - 8969

[DOVILE@OECAPITALPARTNERS.COM](mailto:DOVILE@OECAPITALPARTNERS.COM)

C4 Benefits Group 001045  
[WWW.OECAPITALPARTNERS.COM](http://WWW.OECAPITALPARTNERS.COM)

App. 0858



Optimal Economics Capital Partners, LLC  
*2015 Quarter 4 – Portfolio Outlook – Series A*

All provided information is strictly confidential and may not be shared with outside or unintended parties.

All projections and anticipated dollars have been generated from company provided data through the modeling system OERA, intellectual property of OECP, LLC. Yield is the income return on an investment and does not diminish the principle amount of dollars invested.

The following examples may or may not reflect EXIT strategies for OE Capital Partners. Modeling an exit would depend on individual contracts, risk factors, and timing of such exits (merger, acquisitions, buyouts) and may be unrelated to the yield capture. For OE Capital Partners to enter into contract deals the minimum return from a project company must be 1.75X of initial funding and an exit multiple depending on OECP value added.

Under Contract / Terms Negotiations

**Company: Whrzt!**

Stage: Contract completed June 2015

Synopsis: A security and location based services developer offering a first to market solution for unserved or under-served markets. Owns a proprietary Multi-Platform Location (MPL) tracking technology combining wireless technologies to provide the most accurate, sensitive and fastest alerting system available. Focused on 3 key markets identified and research: Chain of Custody security, Utility Trailers/Mid-Range Assets, and inventory Accountability. Initial funding will be for production launch and back order fulfillment.

- Total Funding Amount: \$1,000,000
- Minimum Yield: \$1,750,000
- Minimum Program Return: \$5,000,000
- Anticipated Return: \$10,000,000

**Founder Highlight**

**Jim Nalley, CEO & Founder**

Experienced Start up Director & Entrepreneur, 8 yrs as USA Army Captain in Missile Defense, 5 yrs at Alcatel Lucent, youngest senior director. First start up, Goodman Networks, 2001-2006, took company from zero to \$135mm, Emfinders, 2007-2012 sold to Liberty Media, 2014 Whrzt! inception, holds multiple patents

**Gary Menees – COO** Wireless Veteran, EVP & VP of Sales Fortune 500 company, VP of Business Development, Consultant to CEO's, Member of several start up management teams, experience in launching products in the wireless industry.

**Company: OneDirect**

Stage: Contract completed July 2015

Synopsis: OneDirect is an integrated information technology software that facilitates affinity marketing and sales on a data driven analytics platform. OneDirect is being transitioned to an agnostic sales platform that can onboard products which are best marketed through affinity or human to human groups with a scientific data backend for market research, data computation, and sales integration. OE Capital Partner will use the OneDirect platform as an additional point of sales platform for consumer product companies that enter the fund portfolio. Initial funding is for further platform development and launch.

- Total Funding Amount: \$500,000
- Minimum Yield: \$875,000
- Minimum Program Return: \$1,500,000
- Anticipated Return: \$2,500,000

**Founder Highlight:**

**Danny Shannon – Founder and Partner.** Danny Shannon brings more than 30 years of experience in start-ups, turn-around, and global 50 companies. From direct sales to managing global sales teams, he has been successful in selling, motivating and building teams that strive to succeed in showing customers the value of the products and services sold.

**Bill Dawkins – Partner.** Bill Dawkins work has historically centered on economic analyses, collaborative consumer-driven brand strategies, policies, and planning. Most recently, Bill is working with a number of non-profits as well as pursuing taxable economic and affinity development opportunities across a number of industries. For 30 years Bill has held increasingly responsible roles in investment banking, commercial banking, management consulting, construction management, retail/commercial energy management and consumer packaged goods

C4 Benefits Group\_001046

**Potential Companies/ Negotiations:**

**Company: Athletes Performance Gear**

**Stage:** Contract negotiations/ Attorney review

**Synopsis:** An inventor that holds a patent on a water bottle technology for runners. Has a creative and sleek prototype design that solves the problem of uninterrupted hydration while running, training or walking. A creative product with a lot of demand in a market place is being paired with an electrolyte formula. TV marketing contracts are in place. Potential to break through as a sporting goods brand name. Initial funding would be for inventory and marketing launch.

- Total Funding Amount: 1,500,000
- Minimum Yield: \$1,125,000
- Minimum Program Return: 2,625,000
- Anticipated Return: \$7,500,000

**Company: Future Products of America**

**Stage:** Contract negotiations/ Attorney review

**Synopsis:** FPoA is a partnership opportunity between OE Capital Partners and an inventors engineering company to launch American inventor products into mainstream retail. This is a very lucrative opportunity that was requested by a national retailer to have access to innovative American products. The brand will launch separate from any retailer commitment and OE will be the capital force behind the FPoA inventory.

- Under negotiations
- Potential is vast

**Company Name: Veerlon**

**Stage:** Strategy Planning

**Synopsis:** An American based technology development team has created a one stop on demand appointment integration software. The site is fully functioning and has current subscribers and needs financial backing for further R&D and market share attainment. Mobil compatible and customizable Veerlon makes your website, social media, appointments, and payments all in one place.

- Funding Amount: \$500,000
- Minimum Yield: \$875,000
- Minimum Program Return: 1,500,000
- Anticipated Return: Not Available



#### A Market Comparision

OE Capital Partners	Private Equity	Public Market
3-year timeframe	5+ years or undetermined time frames	n/a
Due diligence looks forward to revenue projections	Due diligence looks backwards to assess assets	financial advisor/self
No Debt	Assumes debt to secure returns	n/a
Senior in Revenue Stream	Senior Creditor	
Open to Qualified Funds	Closed to Qualified funds	Open to Qualified Funds
Minimum \$50k to participate	Minimum \$250K to participate	n/a
80/20 Split on Waterfall Profits, carried interest	80/20 split on water profits, carried interest	n/a

#### 250k Investment Scenario - 3 year time frame

	OE Capital Partners	Private Equity	Public Market
Low Performance	12% 351,232	5% 289,406	20% Loss 3rd year 233,280
High Performance	20% 432,000	15% 380,219	8% S&P Avg. 314,928
Cap X Return on Exit	yes	yes	no

OE Capital Partners, Dallas Tx

[www.OECapitalPartners.com](http://www.OECapitalPartners.com) Contact (214) 432 - 8277

C4 Benefits Group\_001048

App. 0861



Executive Summary: OE Capital Partners  
*What is OERA?*

Optimal Economics Capital Partners is a unique private equity company that invests in high growth potential companies with a royalty-based finance model without taking on equity or dilution to a company's assets. By being senior in the revenue stream, OE Capital Partners uses a harvest model to capture a yield from a portfolio company. For the project company, this type of financial injection shows up as off-balance sheet finance and therefore does not dilute a company's wealth nor add debt. This allows a company to increase their assets and potential for other investments, provides liquidity to grow their business, and allows full ownership retention of equity.

OE Capital Partners uses a proprietary modeling software OERA, Optimal Ecosystem Risk Adjustor, that disconnects our investors and portfolio companies from the underlying risk of the asset. OERA, is a discipline that assesses liquidity risks using calculus and matrix models, it applies mathematics and behavioral economics to analyze and adjust in real time the financial risks of a defined portfolio. This tool allows OE Capital Partners to calculate, gauge and insulate our portfolio from risk. Much like an insurance company that knows at any given time, the overall risks of the policy population, our OERA model allows us to have real-time risk adjusted monitoring of the liquidity in our portfolio. These analytics give OE Capital Partners the ability to properly adjust for the price of the liquidity risk in on a near real-time basis. Since we can determine the price of the risk, much like insurance companies, we can insure for that risk. Therefore, because of our proprietary model, OE Capital Partners has the capability to insure the principle plus minimum yield return to its investors.

History has show us that almost all wealth in this country has been and is generated by private companies in our economy. OE Capital Partners was created to bridge the access gap for people to invest in these private markets. To do this, OE has broken down the typical barriers to entry for the average citizen. OE Capital Partners has stripped away the high investment minimum, the uncertainty of time for investment, and the substantial management fees you would typically find in the private equity space. Using tools like OERA, portfolio asset allocation, royalty based finance, insurance securities and on-site management teams, OE Capital Partners drives definition and security to a previously undefined and unpredictable sector.





Name:	Sub Date:	Type:	Account #:	Pay Date:	Initial \$:	Current \$:	Outstanding\$:	Return:	Rep:
<b>AUSTIN</b>									
Charlie Heinzelman	5/8/2015	IRA	2152205	6/15/2015	\$287,000.00	\$287,000.00	\$0.00	\$25,830.00	IV
Seth Shulman	6/3/2015	NQ	1008	6/15/2015	\$0.00	\$0.00	\$0.00	\$0.00	IV
Susan Minor	6/28/2015	IRA	2153152	9/11/2015	\$78,000.00	\$78,000.00	\$0.00	\$2,340.00	IV
Diana Saenz	7/6/2015	IRA	1637171	10/29/2015	\$46,431.77	\$46,431.77	\$0.00	\$2,785.91	IV
Diana Saenz	7/6/2015	ROTH IRA	1637191	11/13/2015	\$5,963.13	\$5,963.13	\$0.00	\$357.78	IV
Michael Saenz	7/7/2015	ROTH IRA	2153272	9/11/2015	\$9,000.00	\$9,540.00	\$0.00	\$540.00	IV
Clarissa Cuellar	7/20/2015	IRA	2153384	9/11/2015	\$64,000.00	\$65,920.00	\$0.00	\$1,920.00	IV
Felix Cuellar	7/20/2015	IRA	1637170	10/22/2015	\$24,000	\$24,720.00	\$0.00	\$720.00	IV
Donald Dubose	9/8/2015	IRA	1637126	11/13/2015	\$53,000	\$54,590	\$0.00	\$1,590.00	IV
Christina Sam	9/29/2015	IRA	1637253	10/29/2015	\$81,500	\$83,945	\$0.00	\$2,445.00	TJ
Mary Allaire	12/15/2015	NQ	1055	12/31/2015	\$50,000.00	\$50,000.00	\$0.00	\$0.00	TJ
Terry Stevenson	12/8/2016	IRA	1637841		\$73,000	\$73,000.00	\$0.00	\$0.00	AH
Richard Mechler	2/19/2016	IRA	1637932		\$225,000.00	\$181,000.00	\$44,000.00	\$0.00	Nate
Weldon Reynolds	2/24/2015	IRA	1637962		\$255,500.00	\$255,500.00	\$0.00	\$0.00	Ron
Gerald Everman	3/17/2016	IRA	1638085		\$56,500.00	0	\$56,500.00	\$0.00	Ron
Ann Everman	3/17/2016	IRA	1638086		\$55,000.00	0	\$55,000.00	\$0.00	Ron
					\$1,363,894.90	\$1,215,609.90	\$100,500.00	\$38,528.69	
Name:	Date:	Type:	Account #:	Pay Date:	Initial \$:	Current \$:	Outstanding\$:	Return:	Rep:
<b>TAMPA</b>									
Philip Hess	8/24/2015	IRA	1637128	10/7/2015	\$300,000	\$312,800	\$0.00	\$12,800.00	Jax
Mark Rockhold	8/28/2015	IRA	1627172	11/13/2015	\$145,000	\$149,350	\$0.00	\$4,350.00	Dwill
Brian MacSweeney	9/3/2015	IRA	1637182	10/16/2015	\$53,500	\$55,105	\$0.00	\$1,605.00	Van
Michael Setzer	9/21/2015	IRA	1637222	10/16/2015	\$141,500	\$145,745	\$0.00	\$4,245.00	Van
James Miller	9/29/2015	IRA	1637253	11/6/2015	\$55,500	\$57,165	\$0.00	\$1,665.00	Van
Alicia Cecil	10/1/2015	NQ	1023	10/29/2015	\$82,941	\$85,429	\$0.00	\$2,488.22	Dwill
Alicia Cecil	10/1/2015	IRA	1637267	11/6/2015	\$9,500	\$9,785	\$0.00	\$285.00	Dwill

App. 0863

Ken Gacsy	10/1/2015	IRA	1637265	12/11/2015	\$50,000	\$50,000	\$0.00	\$0.00	Dwill
Russell Jaicks	10/1/2015	Roth	1637266	11/13/2015	\$212,500	\$218,875	\$0.00	\$6,375.00	Jax
Jean Flament	10/15/2015	NQ	1042	11/6/2015	\$100,000	\$103,000	\$0.00	\$3,000.00	Dwill
Jean Flament	10/15/2015	IRA	1637296	12/24/2015	\$11,500	\$11,500	\$0.00	\$0.00	Dwill
Jean Flament	10/15/2015	Roth	1637331	12/24/2015	\$23,000	\$23,000	\$0.00	\$0.00	Dwill
Donna Young	10/16/2015	IRA	1637352	12/18/2015	\$146,500	\$146,500	\$0.00	\$0.00	Dwill
Donna Young	10/16/2015	NQ	1637458	12/18/2015	\$29,000	\$29,000	\$0.00	\$0.00	Dwill
Thomas Woduka	10/17/2015	IRA	1637355	11/20/2015	\$447,500	\$460,925	\$0.00	\$13,425.00	Jax
Anthony Decillis	10/18/2015	NQ	1034	11/20/2015	\$40,133	\$41,338	\$0.00	\$1,204.61	Dwill
Anthony Decillis	10/18/2015	IRA	1637337	11/26/2015	\$10,000	\$10,000	\$0.00	\$0.00	Dwill
David Franklin	11/4/2015	IRA	1637412	12/11/2015	\$49,000	\$49,000	\$0.00	\$0.00	Van
Donna Wilson	11/4/2015	IRA	1637411	12/24/2015	\$54,000	\$54,000	\$0.00	\$0.00	Van
James Green	12/2/2015	NQ	1045	12/24/2015	\$100,000	\$100,000	\$0.00	\$0.00	Van
John Kier	12/18/2015	NQ	1065	12/31/2015	\$80,000	\$80,000	\$0.00	\$0.00	Van
Ronald Brunk	12/18/2015	IRA	1637640	3/24/2016	\$58,477	\$58,477	\$0.00	\$0.00	Dwill
Mitch Kammeier	12/23/2015	IRA	1637650	1/22/2016	\$127,500	\$127,500	\$0.00	\$0.00	Jax
Vicki Kammeier	12/23/2015	IRA	1637649	1/22/2016	\$47,500	\$47,500	\$0.00	\$0.00	Jax
Ted Lander	1/4/2015	IRA	1637514	3/4/2015	\$349,000	\$349,000	\$0.00	\$0.00	Dwill
Ted Lander	1/4/2015	Roth	1637515	3/4/2015	\$208,500	\$208,500	\$0.00	\$0.00	Dwill
James Green	2/8/2016	NQ	1045	2/19/2016	\$100,000	\$100,000	\$0.00	\$0.00	Van
Kevin Sellers	2/10/2016	IRA	1637892		\$81,000	\$0	\$81,000.00	\$0.00	Van
David Smith	2/10/2016	IRA	1637893	3/24/2016	\$106,500	\$106,500	\$0.00	\$0.00	Dwill
Michael Demers	2/10/2016	IRA	1637894		\$74,500	\$74,500	\$0.00	\$0.00	Dwill
Tom Demko	2/16/2016	IRA	1637915	3/11/2016	\$40,000	\$40,000	\$0.00	\$0.00	Dwill
Tom Demko	2/16/2016	Roth	1637916	3/11/2016	\$12,000	\$12,000	\$0.00	\$0.00	Dwill
Lara Caruso	2/27/2016	IRA	1637937	3/24/2016	\$50,000	\$50,000	\$0.00	\$0.00	Jax
Joe Caruso	2/22/2016	IRA	1637938		\$66,000	\$66,000	\$0.00	\$0.00	Jax
Paul Napier	3/17/2016	IRA	1638084		\$50,000	\$0	\$50,000.00	\$0.00	Van
Sandor Fuzi	3/24/2016	NQ			\$100,000		\$100,000.00	\$0.00	Dwill
Deborah Smith	3/24/2016	IRA			\$16,000		\$16,000.00	\$0.00	Dwill
Francis Scott Butti	3/28/2016	IRA	1638114		\$100,000.00		\$100,000.00	0	Van

					\$3,728,050.26	\$3,432,493.58	\$347,000.00	\$51,442.83		
Name:	Date:	Type:	Account #:	Date:	Initial \$:	Current \$:	Outstanding\$:	Return:	Rep:	
Dallas										
Christine Horne	9/15/2015	IRA	1637149	10/16/2015	\$97,000	\$99,910	\$0.00	\$2,910.00	Horne	
Julie Beck	11/16/2015	IRA	1637441	1/8/2016	\$181,500	\$181,500	\$0.00	\$0.00	Horne	
Morris & Luella Blaylock	11/16/2015	NQ	1038	11/26/2015	\$75,000	\$75,000	\$0.00	\$0.00	Horne	
Joe Baldwin	3/4/2016	IRA			\$100,000	\$0	\$100,000.00	\$0.00	Horne	
Sharon Greeson	3/28/2016	NQ			\$100,000	\$0	\$100,000.00	\$0.00	Horne	
					\$553,500.00	\$356,410.00	\$200,000.00	\$2,910.00		
TOTALS:					\$5,645,445.16	\$5,004,513.48	\$647,500.00	\$92,881.52		
					Issued	\$4,997,945.16				

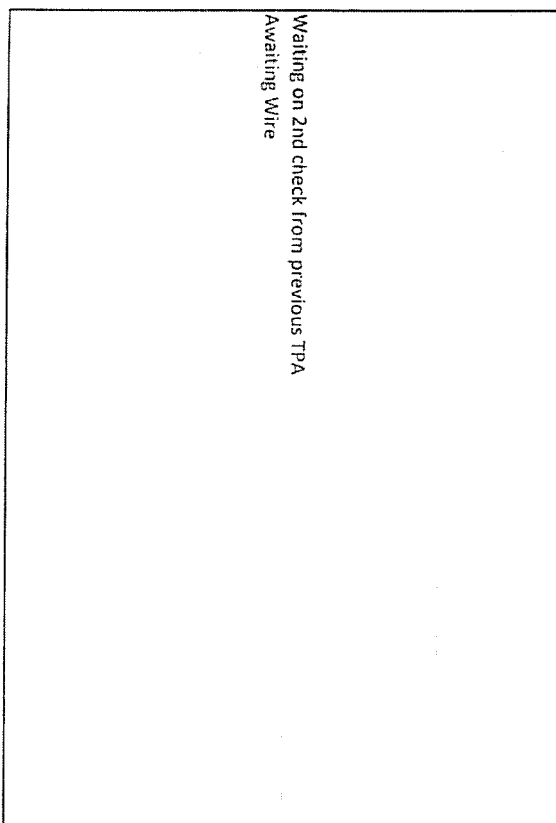
Client cancelled after issue

Awaiting remaining check from TPA

Midland has requested transfers  
Midland has requested transfer

Waiting on 2nd check from previous TPA

Agent has Midland App  
Awaiting Wire  
Agent has Midland App  
Agent has Midland App





W-04043 OE Capital Partners  
LLC  
EXHIBIT  
63  
8-31-16



**Tracy Alexander**

Director of Business Development, OE Capital Partners  
LLC

Come join us on Monday at the Westin.



Cordially invites you to an evening of  
investment conversation

**Monday, August 8th, 2016**

Reception 6 - 8pm

Presentation promptly at 7pm

**The Westin Austin Downtown**

310 East 5th Street

Austin, TX 78701

Cocktails & Hors d'oeuvres will be served

RSVP

4 Likes



Like



Comment



Share

Likes



Add a comment...



Home



My Network



Messaging



Notifications



App. 0869

App

**DECLARATION OF LARA CARUSO**

I, Lara Caruso, hereby declare, pursuant to 28 U.S.C. § 1746, as follows:

1. I have personal knowledge of the matters set forth herein, and if called as a witness, could and would competently testify hereto under oath.
2. I am 41 years old and live in Land O' Lakes, Florida.
3. This declaration sets out facts regarding my \$50,000 investment in Optimal Economics Capital Partners, LLC ("OECF").
4. I do not meet the qualifications of an accredited investor. I did not earn income that exceeded \$200,000 (or \$300,000 together with my spouse) in each of the two years prior to March 2016. I do not have—and as of March 2016 did not have—a net worth exceeding \$1 million, either alone or together with my spouse, excluding the value of my primary residence.
5. I first became acquainted with C4 Benefits Group, Inc. ("C4 Benefits") on December 31, 2015. My husband and I had been introduced to Jackson Clements, co-owner of C4 Benefits, by a mutual friend while attending a New Year's Eve party.
6. In March 2016, Mr. Clements provided me with information relating to an OECF investment. **Exhibit A**, is a true and correct copy of the OECF materials provided to me by Mr. Clements. About the time he gave me this material, Mr. Clements told me that the OECF investment was guaranteed to yield a 3% quarterly return and that, at the time, the OECF investments were yielding between 10% to 19% returns annually. In addition, Mr. Clements told me that I had to open an account at Midland IRA ("Midland"), a Chicago-based self-directed IRA third-party administrator, to purchase the OECF investment. Mr. Clements provided me with a Midland IRA application.
7. Midland provided me with a copy of OECF's private placement memorandum either before or shortly after I invested.



8. In March 2016, I rolled over a 401K retirement account through Midland and used \$50,000 of my retirement funds to invest in OECP. Based on information I received from Mr. Clements, it is my belief that the OECP investment is illiquid for three years and that I would incur a penalty for withdrawing my funds before the three-year anniversary. I chose to reinvest my quarterly returns over the three years.

9. Based on the information I received from Mr. Clements, it is my belief that my invested funds would be used to fund several portfolio companies.

10. I receive quarterly account statements in the mail directly from OECP. **Exhibit B**, is a true and correct copy of my October 1, 2016 quarterly account statement mailed to me by OECP.


11. According to the OECP materials I received, the money I invested was supposed to be used by OECP to invest in third-party portfolio companies. If I had learned that OECP would use my investment for purposes undisclosed to me, then I would not have invested. If I had learned that my funds would be used to pay other investors, then I would not have invested.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/26/2016.

  
Lara Caruso


Case 3:17



WHO

\$50,000+  
IRA & 401K  
INDIVIDUALS & COMPANIES


150



HOW

INTELLIGENT DESIGN  
INVESTMENT PROCESS  
PROPRIETARY SOFTWARE  
MARKET EXPERTISE

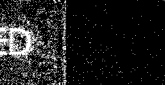
CAPITAL PARTNERS



O


12% CONTRACTED  
NO FEES  
ACCESS TO MARKETS

150




WHAT

HIGHLY FILTERED  
HIGH GROWTH  
PROVEN DEMAND



WHY


POWER YOUR PORTFOLIO






**CAPITAL PARTNERS**

Accredited and non-accredited investors can participate in the OE Capital Partners offering. It is a 3 year commitment with a quarterly income option. IRA and Rollovers can be used to place an investment just like cash. The minimum participation is \$50,000.



The OE investment process is an objective and calculated approach to each and every investment. Our unique process builds a risk mitigation strategy and a performance plan before any funds are invested. Our team, along with an on the ground asset manager, keeps close contact with every company and its progress.




OE Capital Partners insures your gains & principle as a part of our risk mitigation process. We want to give you access to true wealth producing engines by contracting 12% minimum yearly returns and giving you access to a structured process to invest in the private market without fees.



We are highly selective on the companies we choose to invest in. We believe that picking the right asset is a critical factor to success. We look for specific attributes in the companies from proven market demand, growth potential and overall profitability. We build a risk mitigation process around every project before we fund.

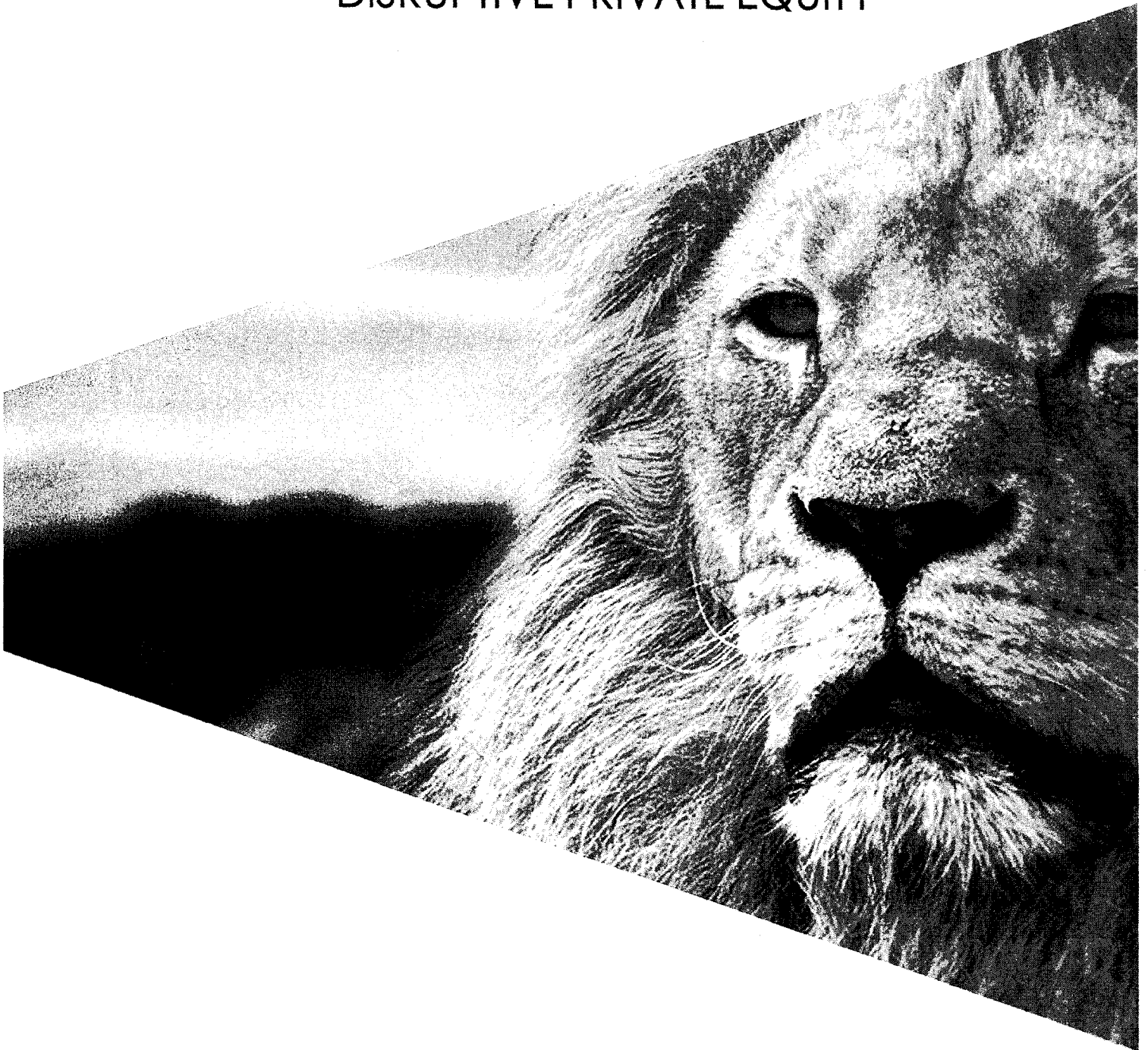
Brought to you by:



[www.c4bg.com](http://www.c4bg.com)  
(813) 448-1500

# OE CAPITAL PARTNERS

DISRUPTIVE PRIVATE EQUITY



POWER YOUR PORTFOLIO

App. 0873



Optimal Economics Capital Partners was born out of the market necessity to provide capital for businesses to grow and expand without the detrimental loss of directional control and the need for individuals to have access to growth producing entities within our economy. We see our role as a mutually beneficial ecosystem, where we all play and we all win.

[info@optimaleconomics.net](mailto:info@optimaleconomics.net)

App. 0874



DISRUPTIVE  
PRIVATE EQUITY  
to  
POWER  
your portfolio

**OE Capital Partners** was started in Dallas, Texas as a disruptive private equity firm. With an active investment team led by Patrick Howard, Founder & CEO with over 20 years of experience in technology, solutions consulting, and wealth management, OE Capital Partners is an impressively aggressive private equity fund that challenges the assumptions of our current market environment.

**OE Capital Partners** crafted an integrated approach and solution to open high growth private markets that were previously inaccessible to the average person. Through our dynamic portfolio approach and revenue-based funding model we have created wealth engines that contractually provide double-digit returns. This allows your dollars to grow at the velocity experienced by most private investment funds with the added benefit of a defined time line.

**OE Capital Partners** was created from a market need for an alternative to the unpredictable and volatile public market. Our mission is to change the predatory nature of the private economy while breaking down the barriers to entry for the mass affluent. We are the market solution for the demand of private market capital needed by early stage and high impact companies and the supply of idle savings of the majority of the US economy.

## Key Offerings and Benefits

12% Contracted Return  
No Management Fee  
3 year commitment

\$50,000 Investment Unit  
Private Market Growth  
Qualified and Non-Qualified Savings

App. 0875



Executive Summary: OE Capital Partners  
*What is OERA?*

Optimal Economics Capital Partners is a unique private equity company that invests in high growth potential companies with a royalty-based finance model without taking on equity or dilution to a company's assets. By being senior in the revenue stream, OE Capital Partners uses a harvest model to capture a yield from a portfolio company. For the project company, this type of financial injection shows up as off-balance sheet finance and therefore does not dilute a company's wealth nor add debt. This allows a company to increase their assets and potential for other investments, provides liquidity to grow their business, and allows full ownership retention of equity.

OE Capital Partners uses a proprietary modeling software OERA, Optimal Ecosystem Risk Adjustor, that disconnects our investors and portfolio companies from the underlying risk of the asset. OERA, is a discipline that assesses liquidity risks using calculus and matrix models, it applies mathematics and behavioral economics to analyze and adjust in real time the financial risks of a defined portfolio. This tool allows OE Capital Partners to calculate, gauge and insulate our portfolio from risk. Much like an insurance company that knows at any given time, the overall risks of the policy population, our OERA model allows us to have real-time risk adjusted monitoring of the liquidity in our portfolio. These analytics give OE Capital Partners the ability to properly adjust for the price of the liquidity risk in on a near real-time basis. Since we can determine the price of the risk, much like insurance companies, we can insure for that risk. Therefore, because of our proprietary model, OE Capital Partners has the capability to insure the principle plus minimum yield return to its investors.

History has show us that almost all wealth in this country has been and is generated by private companies in our economy. OE Capital Partners was created to bridge the access gap for people to invest in these private markets. To do this, OE has broken down the typical barriers to entry for the average citizen. OE Capital Partners has stripped away the high investment minimum, the uncertainty of time for investment, and the substantial management fees you would typically find in the private equity space. Using tools like OERA, portfolio asset allocation, royalty based finance, insurance securities and on-site management teams, OE Capital Partners drives definition and security to a previously undefined and unpredictable sector.



### **A Market Comparision**

<b>OE Capital Partners</b>	<b>Private Equity</b>	<b>Public Market</b>
3-year timeframe	5+ years or undetermined time frames	n/a
Due diligence looks forward to revenue projections	Due diligence looks backwards to assess assets	financial advisor/self
No Debt	Assumes debt to secure returns	n/a
Senior in Revenue Stream	Senior Creditor	Open to Qualified Funds
Open to Qualified Funds	Closed to Qualified funds	n/a
Minimum \$50k to participate	Minimum \$250K to participate	n/a
80/20 Split on Waterfall Profits, carried interest	80/20 split on water profits, carried interest	n/a

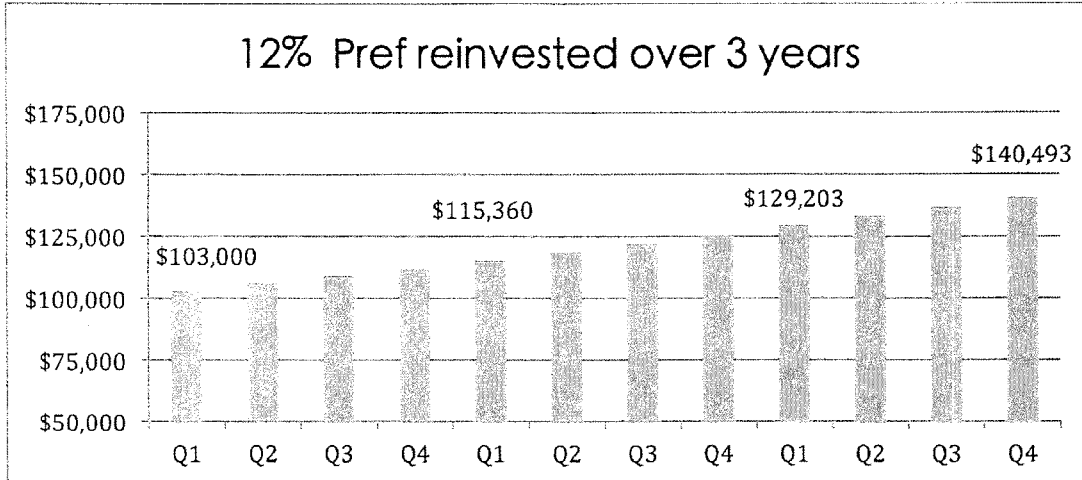
### **250k Investment Scenario - 3 year time frame**

	<b>OE Capital Partners</b>	<b>Private Equity</b>	<b>Public Market</b>
Low Performance	12% 351,232	5% 289,406	20% Loss 3rd year 233,280
High Performance	20% 432,000	15% 380,219	8% S&P Avg. 314,928
Cap X Return on Exit	yes	yes	no



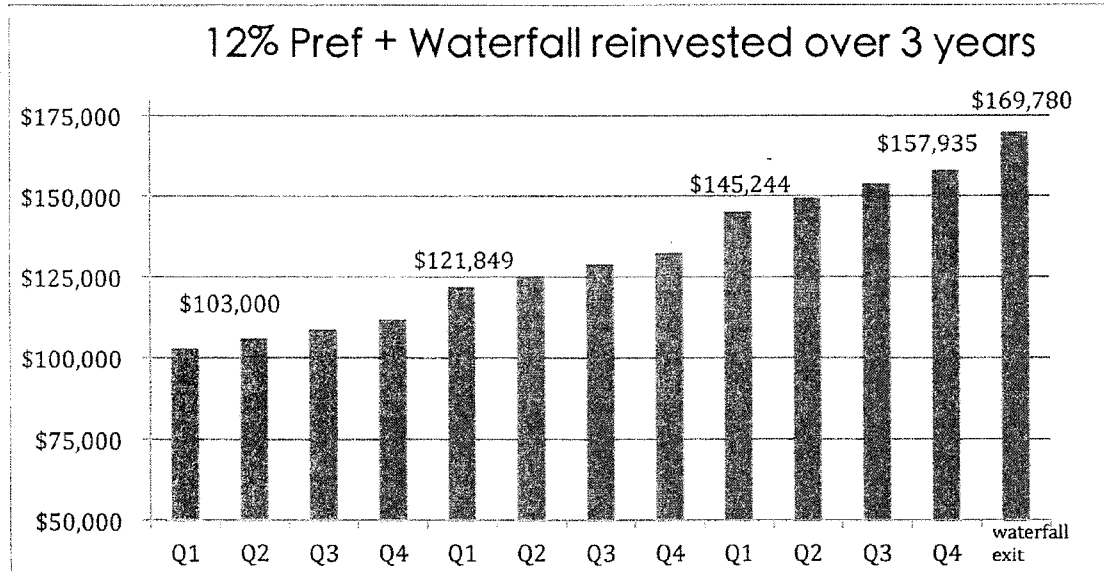
## Explanation of Portfolio with Reinvestments

Scenario 1: Assumes only a preferred growth of 12%



This is the lowest estimate of the performance of your investment with the Optimal Economics assurance model. This assumes that you reinvest the 12% preferred yield for the duration of the investment.

Scenario 2: Assumes regular preferred yield 12%, and addition 6-10% yearly waterfall (conservative)



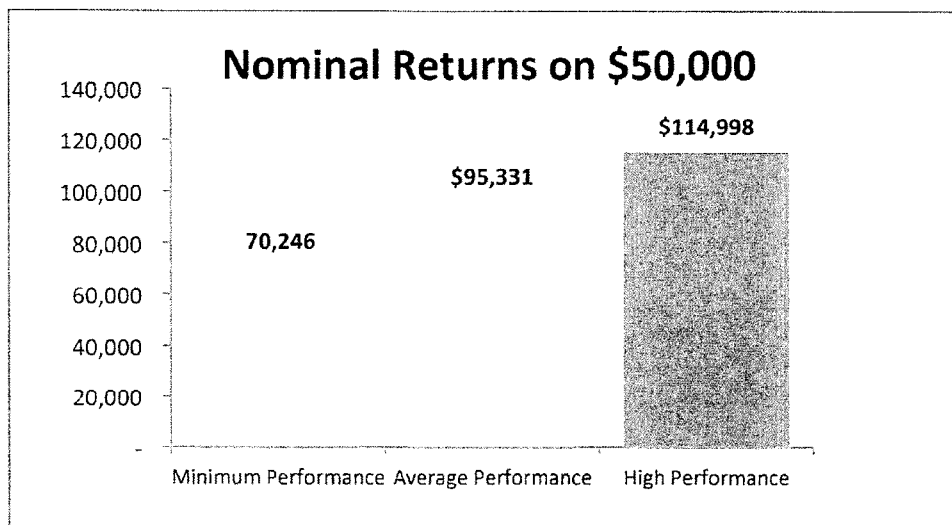
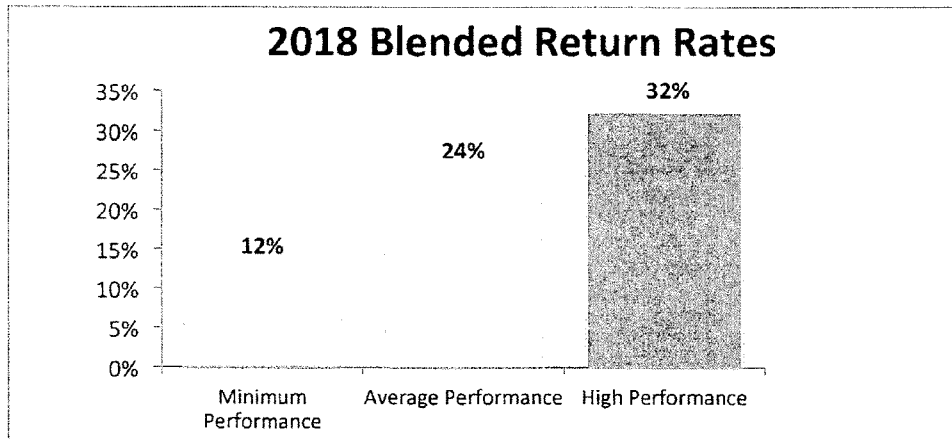
This estimate highlights the performance of your investment with a yearly waterfall, it contains a 12% growth of the assured investment and averages low, medium and high performing companies in the portfolio and assumes both dividends are reinvested yearly.





## Portfolio & Internal Outlook

Based on contracted OE Capital Partners Portfolio Companies



### OE Capital Partners Profit & Loss 2015 – 2017

	2015E	2016E	2017E
Sales	\$1,331,800	\$1,800,000	\$1,800,000
Total Income	\$1,585,805	\$4,559,668	\$6,169,041
Expenses	\$503,263	\$679,400	\$679,400
Net Profit	\$1,082,542	\$3,880,268	\$5,489,641



## Optimal Economics Capital Partners, LLC

### 2015 Quarter 4 – Portfolio Outlook – Series A

All provided information is strictly confidential and may not be shared with outside or unintended parties.

All projections and anticipated dollars have been generated from company provided data through the modeling system OERA, intellectual property of OECP, LLC. **Yield** is the income return on an investment and does not diminish the principle amount of dollars invested.

The following examples may or may not reflect **EXIT strategies** for OE Capital Partners. Modeling an exit would depend on individual contracts, risk factors, and timing of such exits (merger, acquisitions, buyouts) and may be unrelated to the yield capture. For OE Capital Partners to enter into contract deals the minimum return from a project company must be 1.75X of initial funding and an exit multiple depending on OECP value added.

### Under Contract / Terms Negotiations

#### **Company: Whrzt!**

Stage: Contract completed June 2015

Synopsis: A security and location based services developer offering a first to market solution for unserved or under-served markets. Owns a proprietary Multi-Platform Location (MPL) tracking technology combining wireless technologies to provide the most accurate, sensitive and fastest alerting system available. Focused on 3 key markets identified and research: Chain of Custody security, Utility Trailers/Mid-Range Assets, and inventory Accountability. Initial funding will be for production launch and back order fulfillment.

- Total Funding Amount: \$1,000,000
- Minimum Yield: \$1,750,000
- Minimum Program Return: \$5,000,000
- Anticipated Return: \$10,000,000

#### Founder Highlight

##### **Jim Nalley, CEO & Founder**

Experienced Start up Director & Entrepreneur, 8 yrs as USA Army Captain in Missile Defense, 5 yrs at Alcatel Lucent, youngest senior director. First start up, Goodman Networks, 2001-2006, took company from zero to \$135mm, Emfinders, 2007-2012 sold to Liberty Media, 2014 Whrzt! inception, holds multiple patents

**Gary Menees – COO** Wireless Veteran, EVP & VP of Sales Fortune 500 company, VP of Business Development, Consultant to CEO's, Member of several start up management teams, experience in launching products in the wireless industry.

#### **Company: OneDirect**

Stage: Contract completed July 2015

Synopsis: OneDirect is an integrated information technology software that facilitates affinity marketing and sales on a data driven analytics platform. OneDirect is being transitioned to an agnostic sales platform that can onboard products which are best marketed through affinity or human to human groups with a scientific data backend for market research, data computation, and sales integration. OE Capital Partner will use the OneDirect platform as an additional point of sales platform for consumer product companies that enter the fund portfolio. Initial funding is for further platform development and launch.

- Total Funding Amount: \$500,000
- Minimum Yield: \$875,000
- Minimum Program Return: \$1,500,000
- Anticipated Return: \$2,500,000

#### Founder Highlight:

**Danny Shannon – Founder and Partner.** Danny Shannon brings more than 30 years of experience in start-ups, turn-around, and global 50 companies. From direct sales to managing global sales teams, he has been successful in selling, motivating and building teams that strived to succeed in showing customers the value of the products and services sold.

**Bill Dawkins – Partner.** Bill Dawkins work has historically centered on economic analyses, collaborative consumer-driven brand strategies, policies, and planning. Most recently, Bill is working with a number of non-profits as well as pursuing taxable economic and affinity development opportunities across a number of industries. For 30 years Bill has held increasingly responsible roles in investment banking, commercial banking, management consulting, construction management, retail/commercial energy management, and consumer packaged goods.

**Potential Companies/ Negotiations:**

**Company: Athletes Performance Gear**

Stage: Contract negotiations/ Attorney review

Synopsis: An inventor that holds a patent on a water bottle technology for runners. Has a creative and sleek prototype design that solves the problem of uninterrupted hydration while running, training or walking. A creative product with a lot of demand in a market place is being paired with an electrolyte formula. TV marketing contracts are in place. Potential to break through as a sporting goods brand name. Initial funding would be for inventory and marketing launch.

- Total Funding Amount: 1,500,000
- Minimum Yield: \$1,125,000
- Minimum Program Return: 2,625,000
- Anticipated Return: \$7,500,000

**Company: Future Products of America**

Stage: Contract negotiations/ Attorney review

Synopsis: FPoA is a partnership opportunity between OE Capital Partners and an inventors engineering company to launch American inventor products into mainstream retail. This is a very lucrative opportunity that was requested by a national retailer to have access to innovative American products. The brand will launch separate from any retailer commitment and OE will be the capital force behind the FPoA inventory.

- Under negotiations
- Potential is vast

**Company Name: Veerlon**

Stage: Strategy Planning

Synopsis: An American based technology development team has created a one stop on demand appointment integration software. The site is fully functioning and has current subscribers and needs financial backing for further R&D and market share attainment. Mobil compatible and customizable Veerlon makes your website, social media, appointments, and payments all in one place.

- Funding Amount: \$500,000
- Minimum Yield: \$875,000
- Minimum Program Return: 1,500,000
- Anticipated Return: Not Available

# OE CAPITAL PARTNERS

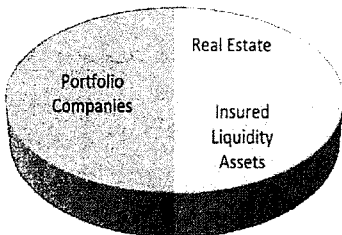
## Fund Terms (as of 10/1/2015)

\$50k a Unit  
3 year commitment  
12% contracted yield, paid quarterly  
Waterfall profits up to 20%  
Senior in the Revenue stream  
No Management Fee

## Key Features

Annual minimum returns backed by insurance  
80/20 Split on waterfall profits  
Only one unit required to invest  
Defined exit strategies  
Closely monitored portfolio  
Daily management of risk/insurance ratio  
100% transparency of capture revenue  
Potential CapX returns  
Qualified & Non-Qualified Funds

## Portfolio Management Strategy



Our portfolio investment strategy distributes investment funds into portfolio companies, insured liquidity assets and stop loss real estate to achieve a dynamic approach for growth.

# OE PORTFOLIO ANALYSIS - SERIES A

## Product Profile

### Fund Description

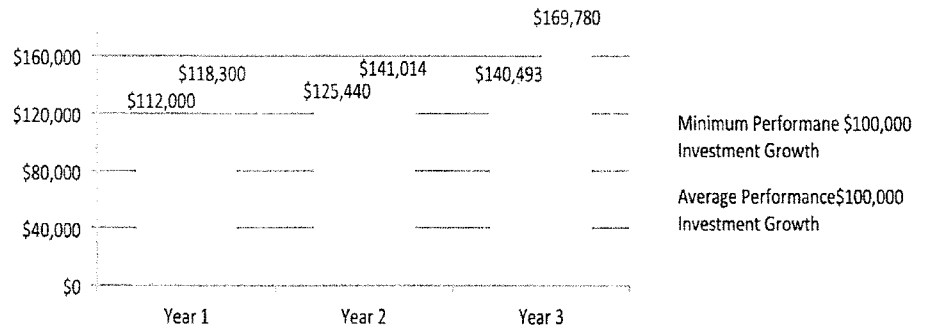
The fund is part of a portfolio of investments of handpicked privately held companies with high growth potential, where the risk is hedged by insuring the yield on the daily revenue of each company within the portfolio.

### Performance Data

	Year 1	Year 2	Year 3
Minimum Performance	12%	12%	12%
\$100,000 Investment Growth	\$112,000	\$125,440	\$140,493
Average Performance	18%	19%	20%
\$100,000 Investment Growth	\$118,300	\$141,014	\$169,780

Performance data represents future performance, which has a 12% insured minimum yield, regardless of market conditions or individual company performance. Investment growth is displayed as a \$100,000 initial investment into an OE portfolio reinvested over 3 years without dividend distribution.

### Performance Data



### Investment Philosophy

We believe that all lives matter and that everyone should have access to wealth producing entities. Through this lens we look for and provide investors with opportunities that have been traditionally unavailable or inaccessible. Our investment goal is to finance companies and individuals that have proven success to drive profit, to grow those relationships and to find market symmetries within our portfolio.

We believe that equity is a better source of endowment than debt or arbitrage. And we reach our revenues within a harvest model where returns are measured in scale and as a non-linear function so that all companies remain liquid in pursuit of their outcome.

Within our philosophy risk is not the deciding factor that keeps us out of the market. Our portfolio companies undergo an intensive and revealing architecture process where all liabilities and inabilities are calculated and understood. With such an in depth measure we can apply our OERA model and actually measure our daily risk involved. Through the ability to measure we are able to insure for our risks. Our strategy allows us to diversify for optimal return and revenues rather than the typical downward dilution of profiles that yields a lower return.

### Risk Strategy

While, the purchase of any investment is a speculative endeavor, Optimal Economics Capital Partners LLC has a proprietary portfolio model that disconnects our investors from the underlying risk of the assets using insurance modeling techniques. Much like an insurance company that knows at any given time, the overall risks of the policy population, our OERA model allows us to have real-time risk adjusted monitoring of the liquidity in our portfolio. These analytics give OECP the ability to properly adjust for the price of the liquidity risk in on a near real-time basis. Since we can determine the price of the risk, much like insurance companies, then we can insure for that risk. Therefore, because of the proprietary model, OECP has the capability to insure the principle plus minimum yield return to its investors.

App. 0882



## Team Members

### Patrick Howard

CEO, Optimal Economics, RIA

22 years of experience in the technology and financial sector, leading voice on the importance of Austrian Economics School of thought. Grounded experience in risk mitigation, long term capital flows, and market creation for businesses and investment. Has a love and passion for technology and innovation. Chiefly responsible for Capital Formation efforts, portfolio structure, and deal execution.

### Cristina Cason

Deal Structure and Profitability

Self made entrepreneur, trained forensic accountant and profitability specialist, responsible for all company financial due diligence, capital projections, and over all fund profitability.

### Dovile Soblinskas

Business Development

Experienced project planner and financial consultant. Focused on efficiency and market opportunity for deal flow acquisition. Keyed in on relationship building for company expansion, marketing, and investor satisfaction.

## Contact

1700 Pacific, Suite 3680

Dallas, TX 75201

(214) 432 - 8277

Dovile@oecapitalpartners.com

The purchase of Units is a speculative investment. However, the Company is backing the minimum preferred yield and principal with insurance based assets. While this should not be considered a guarantee, the company separates the risk of the underlying assets, from the return of the investor. Therefore, there is assurance of the return of principal and minimum yield distribution. Each prospective investor for the Units should carefully read this Memorandum and all Exhibits hereto. EACH PROSPECTIVE INVESTOR SHOULD CONSULT WITH HIS/HER/ITS ATTORNEYS, ACCOUNTANTS AND BUSINESS ADVISERS PRIOR TO MAKING AN INVESTMENT.

## BUILDING STRATEGIC INVESTMENT OPPORTUNITIES THROUGH THE PROLIFERATION OF HUMAN CAPITAL, TECHNOLOGY, AND RELATIONSHIPS.

## Acceptable Forms of Investment

Account Type	Avg. Growth	Taxes Applied Upon Withdrawal	Early Withdrawal Fees	Option for Income	Liquid
Money Markets	3%	Income Tax	No	Yes	Yes
401K	5%	Income Tax	Yes	No	No
IRA	6-8%	Income Tax	Yes	No	No
Fixed Annuity	2-3%	Income Tax	Yes	No	No
403B	4-5%	Income Tax	Yes	No	No
Savings	1.00%	None	No	Yes	Yes
Mutual Funds * Non-Qualified	6-8%	Capital Gains Tax	No	Yes	Yes
CDs	1.00%	Income Tax	Yes	No	No
Real Estate	3-4%	Capital Gains Tax	No	Yes	No
OECP Benefits	20%	Capital Gains Tax	No	Yes	Quarterly Distribution 12% preferred yield & share in waterfall 80/20 annually up to 20%, or reinvest for compound principle after 3 yrs.

**Qualified** plans are designed to offer individuals added tax benefits on top of their regular retirement plans, such as IRAs. Employers deduct an allowable portion of pretax wages from the employees, and the contributions and the earnings then grow tax-deferred until withdrawal.

**Non-qualified** plans are those that are not eligible for tax-deferral benefits. Consequently, deducted contributions for non-qualified plans are taxed when income is recognized. This generally refers to when employees must pay income taxes on benefits associated with their employment. Cash, savings, and any funds that are post-tax.

The main difference between the two plans is the tax treatment of deductions by employers, but there are other differences. A plan must meet several criteria to be considered qualified, including:

Disclosure - Documents pertaining to the plan's framework and investments must be available to participants upon request.

Coverage - A specified portion of employees, but not all, must be covered.

Participation - Employees who meet eligibility requirements must be permitted to participate.

Vesting - After a specified duration of employment, a participant's rights to pensions are non-forfeitable benefits.

Nondiscrimination - Benefits must be proportionately equal in assignment to all participants in order to prevent excessive weighting in favor of higher paid employees.

## Glossary of Terms

**Debt** - money that is owed or due.

**Guarantee** - A surety, surety bond or guaranty, in finance, is a promise by one party to assume responsibility for the debt obligation of a borrower if that borrower defaults. The person or company that provides this promise, is also known as a surety or guarantee.

**Insured** - to safeguard against loss or damage (by buying insurance).

**OERA** - Optimal Ecosystem Risk Adjustor, a discipline that assesses liquidity risks using calculus and matrix models. It applies mathematics and behavioral economics to analyze and adjust in real time the financial risks of a defined portfolio.

**Portfolio of Investments** - A grouping of financial assets including, privately held companies, stop-loss assets, and other types of securities. Portfolios are held directly by investors and/or managed by financial professionals.

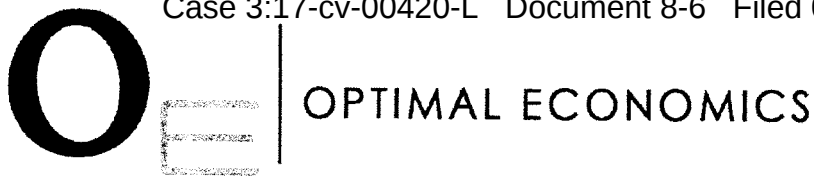
**Preferred Yield** - The initial returns due to the investors prior to any other distributions.

**Private Equity** - Equity capital that is not quoted on a public exchange. Private equity consists of investors and funds that make investments directly into private companies or conduct buy-outs of public companies that result in a delisting of public equity. Capital for private equity is raised from retail and institutional investors, and can be used to fund new technologies, expand working capital within an owned company, make acquisitions, or to strengthen a balance sheet.

**Waterfall** - A waterfall distribution describes the method by which capital is distributed to a fund's investors as returns over the preferred yield are realized. It specifies, for example, that an investor will receive his or her initial investment plus a preferred return before the general partners can participate in the profits.

App. 0883

OECP Member of Howard Capital Holdings, LLC



## Guarantee versus Insure:

*How Optimal Economics differs from other private equity and investment products*

### Private Equity guarantees your return and what does that mean?

A guarantee on your investment in the private equity resembles that of a bond buying on the assets of the company of choice. The PE firm will do their due diligence and forensic accounting of the chosen company to determine the value of assets that the company has and will leverage debt on those assets. The debt in this case secures the asset and pays a dividend much like an interest rate "guaranteeing" you a yield typically around 5-8%. If the company succeeds or fails you have a guarantee that your yield will be stable because the asset can always be liquidated to pay the investor terms. Therefore, the guarantee comes from a debt-leveraging model a typical PE firm takes up. The only caveat on a guarantee from the Private Equity world is they can liquidate, or sell off, the asset at anytime, essentially giving you back your money early and not paying you a guaranteed yield for any length of time. Since you did not lose money there is no downside to them behaving in such a matter but if your goal was to make money for a defined period of time then it may not meet your ultimate objective of growing your dollars.

**Guarantee:** A surety, surety bond or guaranty, in finance, is a promise by one party to assume responsibility for the debt obligation of a borrower if that borrower defaults. The person or company that provides this promise, is also known as a surety or guarantee.

### Optimal Economics insures your yield and how is that different?

Optimal Economics investment philosophy insures your risk without debt on a company rather than providing guarantees on your yield. Our due diligence process looks at the company make up, operational gaps, and liquidity needs of any given project and using a OERA\*\* methodology calculates the risk and risk factors in any portfolio that we may invest in. By having tangibles our risk profile we are able to assess the impacts on our portfolio and assign a value to each variance at any given time. Having a real time layout of the liquidity needed and the risk we are assuming we can then use market insurance mechanisms to insure principle and preferred yield before any personal investment dollars are used for debt-leveraging against company assets. Our insured 12% yield then comes from strategy and is unrelated to the actual behavior or outcome of the portfolio. We use our company capital to shield your money from risk in a defined 3 year time frame. By using methodology of insurance that exists in every industry from home appliances to vehicles we are able to insure your investment dollars and yield without having to take on debt or liquidating company assets and allow defined time frame where you can plan on a return and know the value of your money.

**Insure:** to safeguard against loss or damage (by buying insurance).

**\*\*OERA:** a discipline that assesses liquidity risks using calculus and matrix models. It applies mathematics and behavioral economics to analyze and adjust in real time the financial risks of a defined portfolio.



# Qualified versus Non-Qualified Funds

---

## *Acceptable funds and how taxation affects your outcome*

### **Qualified Funds**

Qualified plans are designed to offer individuals added tax benefits on top of their regular retirement plans, such as IRAs. Employers deduct an allowable portion of pretax wages from the employees, and the contributions and the earnings then grow tax-deferred until withdrawal.

### **Non-qualified**

Non-qualified plans are those that are not eligible for tax-deferral benefits. Consequently, deducted contributions for non-qualified plans are taxed when income is recognized. This generally refers to when employees must pay income taxes on benefits associated with their employment.

The main difference between the two plans is the tax treatment of deductions by employers, but there are other differences. A plan must meet several criteria to be considered qualified, including:

**Disclosure** - Documents pertaining to the plan's framework and investments must be available to participants upon request.

**Coverage** - A specified portion of employees, but not all, must be covered.

**Participation** - Employees who meet eligibility requirements must be permitted to participate.

**Vesting** - After a specified duration of employment, a participant's rights to pensions are non-forfeitable benefits.

**Nondiscrimination** - Benefits must be proportionately equal in assignment to all participants in order to prevent excessive weighting in favor of higher paid employees.

## *Acceptable Investment Accounts*

Account Type	Avg. Growth	Taxes Applied Upon Withdrawal	Early Withdrawal Fees	Option for Income	Liquid
Money Markets	3%	Income Tax	No	Yes	Yes
401K	5%	Income Tax	Yes	No	No
IRA	6-8%	Income Tax	Yes	No	No
Fixed Annuity	2-3%	Income Tax	Yes	No	No
403B	4-5%	Income Tax	Yes	No	No
Savings	1.00%	None	No	Yes	Yes
Mutual Funds * Non-Qualified	6-8%	Capital Gains Tax	No	Yes	Yes
CDs	1.00%	Income Tax	Yes	No	No
Real Estate	3-4%	Capital Gains Tax	No	Yes	No
OECP Benefits	20%	Tax	No	Yes	Quarterly Distribution 12% preferred yield & share in waterfall 80/20 annually up to 20%, or reinvest for compound principle after 3 yrs.

## Ordinary income taxation

Ordinary income can be simply defined as the income earned from providing services or the sale of goods (inventory). This category includes income earned from interest, wages, rents, royalties and similar income streams. Ordinary income is taxed at different rates depending on the amount of income received by a taxpayer in a given tax year. In 2012, there are currently six tax brackets for taxing ordinary income: 10%, 15%, 25%, 28%, 33%, and 35%. These ordinary income marginal tax brackets are scheduled to expire at the end of 2012. In 2013, the 10% through 28% tax rates will remain the same and the top two rates of 33% and 35% will be replaced with higher rates, 36% and 39.6% respectively.

## Capital gain taxation

Capital gains are usually associated with the sale or exchange of property characterized as capital assets. The amount of gain is measured as the difference between the amount received by the taxpayer on the sale less the original purchase price, adjusted through the date of the sale (purchase price plus any improvements less depreciation taken).

The category of capital gain taxation is further broken down into long and short term capital gains. If a property is sold within one year of its purchase, the gain is characterized as short-term and taxed at the same marginal rate as the taxpayer's other ordinary income. Thus, at least for short-term gains, the tax rates are the same as the taxpayer's ordinary income. On the other hand, if the taxpayer holds the property for more than one year before selling, the gain is characterized as long term capital gain and is taxed at a favorable long-term rate.

In 2012, the long-term capital gain tax rate is 15% and this reverts on January 1, 2013 to the previous long-term rate of 20%. Long-term capital gains, on assets held for over one year, are subject to a lesser tax rate than short-term capital gains from investments held for less than one year. For more details on capital gain taxes and investment income, see Internal Revenue Service publications 17 and 550, at [www.irs.gov](http://www.irs.gov). Optimal Economics Investment returns are categorized as long-term capital gains.



## Index Annuity Rates

*Did you know that over 70% of fixed indexed annuities are purchased with a guaranteed income rider? Or that most FIA owners begin taking income after two years?*

***We did!***

*For clients taking income early, these are your Income Annuity options...*

**Guaranteed Lifetime Income Comparison**

ISSUE AGE	INCOME YEAR	INCOME ANNUITY	COMPANY X	COMPANY Y	COMPANY Z
63	0	\$5,642	Not Allowed		
	2	\$6,815	\$6,360	\$6,003	\$6,254
65	0	\$5,668	Not Allowed		
	2	\$6,815	\$6,612	\$6,248	\$6,254
67	0	\$5,746	Not Allowed		
	2	\$6,931	\$6,864	\$6,493	\$6,254
70	0	\$6,136	Not Allowed		
	2	\$7,627	\$7,430	\$6,860	\$6,880

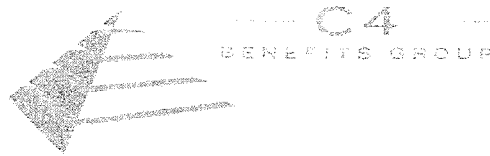
Guaranteed income quote is assuming \$100,000 single premium. The table above shows only guaranteed lifetime income. Competitor annuities may offer rates and features that may be more favorable. Be sure to compare all material features including bonuses, crediting rates, fees, charges and limitations before recommending one annuity over another.

...OR...

## Insured Liquidity

ISSUE AGE	INCOME YEAR	INCOME Insured Liquidity
63	0	\$12,000
	1+	\$12,000 + Waterfall
65	0	\$12,000
	1+	\$12,000 + Waterfall
67	0	\$12,000
	1+	\$12,000 + Waterfall
70	0	\$12,000
	1+	\$12,000 + Waterfall

***Plus you receive your entire Principal at end of 36<sup>th</sup> month to reinvest or cash out; your choice!***



## Current Interest Rates

**CDs: \***

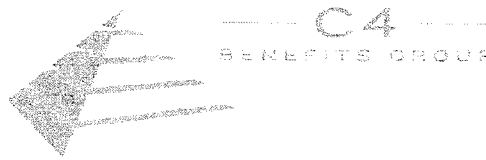
### 3-month CD trends

<u>CD</u> <u>rates</u>	<u>1-year CD</u>	<u>5-year CD</u>	<u>1-year jumbo</u>	<u>5-year jumbo</u>	<u>MMA</u>
6/10/2015 0.27	0.86	0.3	0.91	0.09	
6/3/2015 0.27	0.86	0.3	0.91	0.09	
5/27/2015 0.27	0.86	0.3	0.91	0.09	
5/20/2015 0.27	0.86	0.3	0.91	0.09	
5/13/2015 0.27	0.86	0.3	0.9	0.09	
5/6/2015 0.27	0.89	0.29	0.94	0.09	
4/29/2015 0.27	0.88	0.29	0.93	0.09	
4/22/2015 0.27	0.88	0.29	0.93	0.09	
4/15/2015 0.27	0.88	0.3	0.93	0.09	
4/8/2015 0.27	0.88	0.29	0.92	0.09	

\* <http://www.bankrate.com/finance/cd/current-interest-rates>

### Fixed Annuities:

3 Year Rate - 2.00%  
 4 Year Rate - 2.10%  
 5 Year Rate - 3.25%  
 6 Year Rate - 2.90%  
 7 Year Rate - 3.40%  
 8 Year Rate - 3.10%  
 9 Year Rate - 3.25%  
 10 Year Rate - 3.40%



## **Mortgage Rates\*\*:**

### **3-month mortgage trends**

<u>Mortgage rates</u>	<u>30-year fixed</u>	<u>15-year fixed</u>	<u>5/1 ARM</u>	<u>30-year jumbo</u>
6/10/2015	4.15	3.39	3.24	4.17
6/3/2015	4.03	3.26	3.18	4.06
5/27/2015	4.0	3.22	3.17	4.07
5/20/2015	4.03	3.23	3.19	4.13
5/13/2015	4.01	3.22	3.17	4.09
5/6/2015	3.99	3.17	3.19	4.07
4/29/2015	3.86	3.07	3.11	3.97
4/22/2015	3.79	3.03	3.09	3.92
4/15/2015	3.79	3.03	3.08	3.9
4/8/2015	3.82	3.04	3.06	3.92

\*\* <http://www.bankrate.com/finance/mortgages/current-interest-rates>



# Account Balance

October 1, 2016

Lara Caruso  
4346 Beaumaris Drive  
Land O' Lakes, Florida 34638

OECP-1068  
Account Type: Qualified

Date	Description	Preferred Return	Distributions	Ending Balance
10/01/2016	Balance as of October 1, 2016	\$1,500.00	\$1,500.00	\$50,000.00
07/01/2016	Balance as of July 1, 2016			\$50,000.00

Preferred Return	
Reinvested	No
Custodian	Midland IRA Services
Account Number	1637937
Amount	\$1,500.00

If you have any questions regarding your account, please contact us at (214) 432-8277

OE Capital Partners  
1700 Pacific Suite 3680, Dallas TX 75201  
Tel. (214) 432 - 8277  
www.OECapitalPartners.com

App. 0890

STATE OF TEXAS §

COUNTY OF TRAVIS §

**AFFIDAVIT OF PHILLIP FUSELIER**

Before me, the undersigned authority, on this day personally appeared Phillip Fuselier, a person whose identity is known to me. After I administered an oath to him, upon his oath he said:

1. My name is Phillip Fuselier. I am of sound mind and capable of making this affidavit. The facts stated in this affidavit are within my personal knowledge and are true and correct.

**BACKGROUND AND QUALIFICATIONS**

2. I attended and graduated from the Texas State University where I earned a Bachelor's Degree in Mass Communication.
3. I am employed as a Financial Examiner with the Enforcement Division of the Texas State Securities Board ("TSSB") and I am assigned to the Austin office located at 208 East 10th Street, Fifth Floor, Austin, Texas 78701. I have been continuously employed in this capacity from November 12, 2013, to the present.
4. I am responsible for investigating suspected violations of the registration and anti-fraud provisions of The Securities Act, TEX. REV. STAT. ANN. Art. 581-1 to 581-44 (West 2010 & Supp. 2015). I have analyzed complex financial transactions to determine legal or other contractual relations by or between the parties, analyzed the source and use of funds deposited into financial accounts controlled by persons and entities suspected of violating The Securities Act, and testified about my work as a fact witness in state court. I have also participated in the drafting and execution of search warrants for evidence of financial crimes and the interviewing of targets, witnesses, informants, and other persons who have knowledge of conduct that potentially violates The Securities Act and the Texas Penal Code.
5. I have prepared and executed this affidavit in connection with my employment with the TSSB. The methodology described within this affidavit is consistent with my training and experience.

**THE INVESTIGATION**

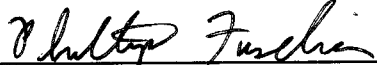
6. In or around February 2016, the TSSB initiated an investigation into Optimal Economics Capital Partners, LLC ("OE"). The investigation was in response to the communication of

concerns from Kansas securities regulators regarding OE and their high-yield investment offerings.

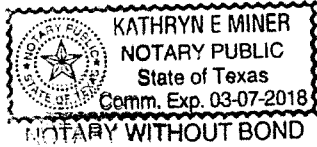
7. On or around February 25, 2016, operating in an undercover capacity, I made contact with OE through the OE website, [www.oecapitalpartners.com](http://www.oecapitalpartners.com). A true and accurate copy of the form on OE's website that I used to make initial contact is attached hereto as Exhibit 1.
8. On or around February 25, 2016, I was contacted via electronic mail by Dovile Soblinskas ("Soblinskas"). Soblinskas' electronic mail signature identified her as the Director of Business Development for OE. A true and accurate copy of the electronic mail exchange between myself and Soblinskas is attached hereto as Exhibit 2.
9. Between February 26, 2016 and March 4, 2016, Soblinskas and I exchanged electronic mail messages in an attempt to set up a telephone call. See Exhibit 2 at pages TXSSB 2-5.
10. On or around March 4, 2016, Soblinskas and I spoke via telephone about the investment offerings from OE. On the telephone call, Soblinskas went over the history of the company, its principal, Patrick O. Howard ("Howard"), and how OE operates and generates returns for their investors. A true and accurate recording of the conversation is attached hereto as Exhibit 3.
11. On or around March 8, 2016, Soblinskas sent me an electronic mail message containing two attachments. See Exhibit 2 at pages TXSSB 5-7. The first attachment was a document titled "Series A Preferred Individual Membership." A true and accurate copy of the "Series A Preferred Individual Membership" is attached hereto as Exhibit 4. The second attachment was a document titled "2016 Quarter 1 – Portfolio Overview." A true and accurate copy of the "2016 Quarter 1 – Portfolio Overview" is attached hereto as Exhibit 5.
12. On or around March 16, 2016, Soblinskas sent me an electronic mail message containing three attachments. See Exhibit 2 at pages TXSSB 8-9. The first attachment was a document titled "Annual Report FY 2015." A true and accurate copy of the "Annual Report FY 2015" is attached hereto as Exhibit 6. The second attachment was a document titled "Subscription Agreement." A true and accurate copy of the "Subscription Agreement" is attached hereto as Exhibit 7. The third attachment was a document titled "Partnership Agreement of OE Capital Partners." A true and accurate copy of the "Partnership Agreement of OE Capital" is attached hereto as Exhibit 8.
13. On or about March 18, 2016, Soblinskas sent me an electronic mail message stating that OE had scheduled an investor event in Austin, Texas on April 5, 2016. See Exhibit 2 at page TXSSB 9.

14. On or about March 24, 2016, Soblinskas sent me an electronic mail message providing me with the location of the OE investor event in Austin, Texas. See Exhibit 2 at page TXSSB 10. On or about March 28, 2016, Soblinskas sent another electronic mail message with an invitation to the OE investor event attached. See Exhibit 2 at pages TXSSB 10-11. A true and accurate copy of the invitation to the OE event is attached hereto as Exhibit 9.
15. On or about March 29, 2016, I sent an electronic mail message to Soblinskas informing her that I would be attending the OE investor event and asking Soblinskas to send me a copy of OE's private placement memorandum or a similar document. See Exhibit 2 at page TXSSB 12. Soblinskas responded via electronic mail message and stated that she was unable to do so until I had been qualified as an investor. Attached to Soblinskas' response was an investor suitability questionnaire. See Exhibit 2 at page TXSSB 12. A true and accurate copy of the "Investor Suitability Questionnaire" is attached hereto as Exhibit 10.
16. On or around April 5, 2016, I briefly attended the OE investor event at the Westin Hotel in Austin, Texas. OE's principal, Howard, spoke at the investor event. Howard discussed OE's "royalty against future revenue" strategy and the strategy's benefits to investors.
17. Subsequent to the OE investor event, on or around April 6, 2016 through April 8, 2016, Soblinskas and I exchanged electronic mail messages where I again requested the OE private placement memorandum. I also informed Soblinskas that I did not believe that I was an accredited investor. Soblinskas informed me that OE accepts accredited and non-accredited investors but that the non-accredited investors need to be suitable and stated again that I needed to complete the investor suitability questionnaire. See Exhibit 2 at pages TXSSB 13-15.
18. I was not able to fill out the investor suitability questionnaire in my undercover capacity. It was at this time that I concluded my undercover investigation. My last contact with OE and Soblinskas was on or around April 8, 2016.

FURTHER AFFIANT SAYETH NOT.

  
Phillip Fuselier

Sworn to and subscribed before me by Phillip Fuselier on this, the  
7<sup>th</sup> day of February, 2017.



Kathryn E. Miner  
Notary Public in and for the State of Texas  
My commission expires: 03-07-2018



## FOR MORE INFORMATION CONTACT US

Name (required)

[REDACTED]

Email (required)

[REDACTED]

Phone (required)

[REDACTED]

Message

Hi, I am interested in getting more information on your high-yield offerings. Please let me know how to go about doing this via e-mail or phone. Thanks!

EXHIBIT 1

Send

## OPTIMAL ECONOMICS

We are an alternative solution to your portfolio strategy. Investing with OLUP allows you to break the barriers that have kept you out of the private market and get your money into wealth creating engines. Stop watching the ticker go up and down, and start putting your money behind real assets.

## UPCOMING EVENT

Dallas Private Equity Conference

Wednesday May 11, 2016

W Hotel - Victory Park

[www.dallasprivateequityconference.com](http://www.dallasprivateequityconference.com)



---

**RE: OE Capital Partners**

20 messages

---

**Dovile Soblinskas** <Dovile@oecapitalpartners.com>

Thu, Feb 25, 2016 at 5:34 PM

To: [REDACTED]

Hey [REDACTED],

I received your email inquiry today for our firm, OE Capital Partners, I would love to take the time and go over our investment offerings with you. For the time being, can you let me know just a little about your background, what you do and what you are looking for from your investments?

I have time to talk Monday afternoon or Tuesday, please let me know a good time to connect,

Dovile Soblinskas  
Director of Business Development  
OE Capital Partners  
Dovile@oecapitalpartners.com  
o. (214) 432 – 8277  
d. (214) 299 – 8969  
1700 Pacific, Suite 3680, Dallas, TX 75201

-----Original Message-----

From: WordPress [mailto:info@oecapitalpartners.com]  
Sent: Thursday, February 25, 2016 11:54 AM  
To: Dovile Soblinskas <Dovile@oecapitalpartners.com>  
Subject: OE Capital Partners

From: [REDACTED]  
Email: [REDACTED]  
Phone: [REDACTED]

Message: Hi, I am interested in getting more information on your high-yield offerings. Please let me know how to go about doing this via e-mail or phone. Thanks.

--  
This e-mail was sent from a contact form on OE Capital Partners (<http://oecapitalpartners.com>)

---

To: Dovile Soblinskas <Dovile@oecapitalpartners.com>

Fri, Feb 26, 2016 at 2:54 PM

Thanks for the quick response. I'm in my mid-30s and have some extra money I'd like to invest in something with a better return than what I've been getting through the mutual funds within my IRA. I do accounting/bookkeeping for my family's business, which is a group of retail stores located around Central and East Texas.

I should have some time on Tuesday morning, if that works for you.

[REDACTED]  
[Quoted text hidden]

**App. 0896**

EXHIBIT 2

<https://mail.google.com/mail/u/...>

4/8/2016

3:46:15 PM

**Dovile Soblinskas** <Dovile@oecapitalpartners.com>

Sat, Feb 27, 2016 at 9:29 AM

To: [REDACTED]

[REDACTED],

I am open Tuesday 10am or 11-1pm. You let me know the best time and I will reach out to you

Is this your best contact ?

Phone: [REDACTED]

Very quickly for a reference point, and I am sure that you have looked at the options on our website; OE Capital Partners is a royalty-against-revenues based VC firm. This allows us a blend of the traditional Private Equity world, we offer high yield returns and income options for our investors because the royalty captures allows OE liquidity to pay such a yield.

Our main terms are 12% annual minimum return, with 18.4% annual cap based on portfolio performance, 3 year contract on principle/investment duration with an option to reinvest.). Our minimum investment is \$50,000.

Looking forward to speaking with you about the firm and how we invest.

**Dovile Soblinskas**

*Director of Business Development*

OE Capital Partners

Dovile@oecapitalpartners.com

o. (214) 432 – 8277

d. (214) 299 – 8969

1700 Pacific, Suite 3680, Dallas, TX 75201

**From:** [REDACTED]

**Sent:** Friday, February 26, 2016 2:54 PM

**To:** Dovile Soblinskas <Dovile@oecapitalpartners.com>

**Subject:** Re: OE Capital Partners

[Quoted text hidden]

---

To: Dovile Soblinskas <Dovile@oecapitalpartners.com>

Mon, Feb 29, 2016 at 12:30 PM

**App. 0897**

EXHIBIT 2

<https://mail.google.com/mail/u/...>

4/8/2016

3:46:15 PM

Tomorrow (Tues) at 11 should be fine. I'll let you know if that changes for some reason. The number you have is the one I prefer. Thank you.

[Quoted text hidden]

---

Tue, Mar 1, 2016 at 3:11 PM

To: Dovile Soblinskas <Dovile@oecapitalpartners.com>

I never received a call from you today. I may have another chance to talk near the end of the week, if you want to let me know your availability.

Thanks,

[Quoted text hidden]

---

**Dovile Soblinskas** <Dovile@oecapitalpartners.com>

Tue, Mar 1, 2016 at 3:32 PM

To: [REDACTED]

My apologies! You didn't confirm a time so I did not add to the calendar.

I can talk Thursday morning or Friday afternoon. Please pick a time and I will call you then.

**Dovile Soblinskas**

*Director of Business Development*

OE Capital Partners

Dovile@oecapitalpartners.com

o. (214) 432 – 8277

d. (214) 299 – 8969

1700 Pacific, Suite 3680, Dallas, TX 75201

**From:** [REDACTED]

**Sent:** Tuesday, March 1, 2016 3:11 PM

[Quoted text hidden]

[Quoted text hidden]

---

**Dovile Soblinskas** <Dovile@oecapitalpartners.com>

Fri, Mar 4, 2016 at 2:25 PM

To: [REDACTED]

[REDACTED], Just landed from a conference in NYC. Available if you have time to discuss the investment opportunity.

**App. 0898**

EXHIBIT 2

<https://mail.google.com/mail/u/...>

4/8/2016

3:46:15 PM

**Dovile Soblinskas**

*Director of Business Development*

OE Capital Partners

Dovile@oecapitalpartners.com

o. (214) 432 – 8277

d. (214) 299 – 8969

1700 Pacific, Suite 3680, Dallas, TX 75201

**From:** Dovile Soblinskas

**Sent:** Tuesday, March 1, 2016 3:32 PM

**To:** [REDACTED]

**Subject:** RE: OE Capital Partners

My apologies! You didn't confirm a time so I did not add to the calendar.

I can talk Thursday morning or Friday afternoon. Please pick a time and I will call you then.

**Dovile Soblinskas**

*Director of Business Development*

OE Capital Partners

Dovile@oecapitalpartners.com

o. (214) 432 – 8277

d. (214) 299 – 8969

1700 Pacific, Suite 3680, Dallas, TX 75201

**From:** [REDACTED]

**Sent:** Tuesday, March 1, 2016 3:11 PM

[Quoted text hidden]

[Quoted text hidden]

---

**Dovile Soblinskas** <Dovile@oecapitalpartners.com>

**To:** [REDACTED]

Tue, Mar 8, 2016 at 2:27 PM

**App. 0899**

EXHIBIT 2

I am also including our portfolio outlook.

Since our asset performance manager is in Austin I would be glad to set up a half hour meeting with her if you are interested in putting a face to the company or we would like you to visit our offices in Dallas if you are planning a trip here.

**Dovile Soblinskas**

Director of Business Development

OE Capital Partners

Dovile@oecapitalpartners.com

○. (214) 432 - 8277

d. (214) 299 – 8969

1700 Pacific, Suite 3680, Dallas, TX 75201

**From:** Dovile Soblinskas

**Sent:** Friday, March 4, 2016 2:25 PM

**To:** [REDACTED]

**Subject:** RE: OE Capital Partners

██████████, Just landed from a conference in NYC. Available if you have time to discuss the investment opportunity.

Dovile Soblinskas

Director of Business Development

OE Capital Partners

Dovile@oecapitalpartners.com

O. (214) 432 - 8277

d. (214) 299 – 8969

1700 Pacific, Suite 3680, Dallas, TX 75201

**App. 0900**

**From:** Dovile Soblinskas  
**Sent:** Tuesday, March 1, 2016 3:32 PM  
**To:** [REDACTED]  
**Subject:** RE: OE Capital Partners

My apologies! You didn't confirm a time so I did not add to the calendar.

I can talk Thursday morning or Friday afternoon. Please pick a time and I will call you then.

**Dovile Soblinskas**

*Director of Business Development*

OE Capital Partners

Dovile@oecapitalpartners.com

o. (214) 432 – 8277

d. (214) 299 – 8969


1700 Pacific, Suite 3680, Dallas, TX 75201

**From:** [REDACTED]  
**Sent:** Tuesday, March 1, 2016 3:11 PM  
**To:** Dovile Soblinskas <Dovile@oecapitalpartners.com>

[Quoted text hidden]

[Quoted text hidden]

**2 attachments**

 **OE\_SeriesA\_OE\_Venture\_1\_1\_2016.pdf**  
561K

 **OE Portfolio Overview.pdf**  
612K

---

**[REDACTED]**  
To: Dovile Soblinskas <Dovile@oecapitalpartners.com>

Thu, Mar 10, 2016 at 3:59 PM

Thanks, Dovile! I come to the DFW area often so I could certainly come into the office there as things progress. Please let me know as soon as the financial info becomes available. I believe you also mentioned you were forwarding a sample contract and/or subscription agreement? I'd appreciate it if I could take a look at that as well in the mean time.

Thanks again,  
[REDACTED]

**App. 0901**

EXHIBIT 2

<https://mail.google.com/mail/u/...>

4/8/2016

3:46:15 PM

[Quoted text hidden]

**Dovile Soblinskas** <Dovile@oecapitalpartners.com>

Wed, Mar 16, 2016 at 4:08 PM

To: [REDACTED]

Hey [REDACTED],

I wanted to pass along our investment docs and the Annual report for OE Capital Partners. Please understand the report is **not** for public distribution and is only sent to suitable and interested investors. In no way does OE Capital Partners solicit investors but we are providing information to interested investors like yourself.

2 things; the report is not an audit but a compilation, which really is a check from the CPAs that we are using our money as directed in our PPM ( Private Placement Memorandum ) and confirms the balances on all of our bookkeeping.

Secondly, in layman's terms what the graph of valuables vs. assets means is that if we were to liquidate today our assets acquire outweigh our liabilities ( funds due back to investors) however, you must understand that our first contractual liability, repayment of principle, is not for another 2 years so there is no plan of liquidation in the near future and even though not all of our current portfolio companies are revenue generating, 3 out of the 4 are currently ahead of schedule of returns.

And lastly! I plan to be in Austin in the last week of March – I am thinking Tuesday. If you like what you see and want to move forward let me know and we can meet.

Just description of other documents: The partnership is the contractual agreement of you the investor and us, OE Capital Partners. It states your terms for investment ( 12%, 18.4% annual cap, 3 year term). The subscription is actually your "purchasing" of the unit and your direction of investment.

Hope this helps and I hope to talk to you soon, please give me a call with any questions.

**Dovile Soblinskas**

*Director of Business Development*

OE Capital Partners

Dovile@oecapitalpartners.com

o. (214) 432 – 8277

d. (214) 299 – 8969

1700 Pacific, Suite 3680, Dallas, TX 75201

**App. 0902**

EXHIBIT 2

<https://mail.google.com/mail/u/...>

4/8/2016

3:46:15 PM




**From:** [REDACTED]  
**Sent:** Thursday, March 10, 2016 3:59 PM

[Quoted text hidden]

[Quoted text hidden]

**3 attachments**

 **OE\_AnnualReport\_2015\_with compilation.pdf**  
1481K

 **Subscription Agreement\_Evergreen\_2016.pdf**  
378K

 **Partnership Agreement\_OE Ventures 2016.pdf**  
527K

---

**[REDACTED]**  
To: Dovile Soblinskas <Dovile@oecapitalpartners.com>

Fri, Mar 18, 2016 at 12:42 PM

I really appreciate the information. I'll take a lot at it this weekend and let you know if I have any follow-up questions. If we could meet in Austin, that'd be great. Let's keep in touch to see if our schedules match up. Still open to coming by your office there. I should be in the area within the next few weeks myself.

**[REDACTED]**  
[Quoted text hidden]

---

**Dovile Soblinskas** <Dovile@oecapitalpartners.com>  
To: **[REDACTED]**

Fri, Mar 18, 2016 at 2:21 PM

Actually **[REDACTED]** we just scheduled an investor event in Austin on April 5<sup>th</sup>. It will be South Austin so I don't know if its convenient. If it is I will forward you the location, I should have it set by Monday. We usually do a cocktail hour 6:30-8:30 with the presentation promptly at 7:15pm.

If that doesn't work, I think we can do lunch that day. Let me know if either works and we can meet then.

**Dovile Soblinskas**

*Director of Business Development*

OE Capital Partners

Dovile@oecapitalpartners.com

o. (214) 432 – 8277

d. (214) 299 – 8969

1700 Pacific, Suite 3680, Dallas, TX 75201

**App. 0903**

EXHIBIT 2

<https://mail.google.com/mail/u/...>

4/8/2016

3:46:15 PM

**From:** [REDACTED]  
**Sent:** Friday, March 18, 2016 12:42 PM

[Quoted text hidden]

[Quoted text hidden]

---

**Dovile Soblinskas** <Dovile@oecapitalpartners.com>  
**To:** [REDACTED]

Thu, Mar 24, 2016 at 12:11 PM

[REDACTED], the event will be at the Westin, we ended up setting with a downtown location.

Would you like to join us on April 5<sup>th</sup>? I should have an invite by tomorrow.

**Dovile Soblinskas**

*Director of Business Development*

OE Capital Partners

Dovile@oecapitalpartners.com

o. (214) 432 – 8277

d. (214) 299 – 8969

1700 Pacific, Suite 3680, Dallas, TX 75201

**From:** Dovile Soblinskas  
**Sent:** Friday, March 18, 2016 2:21 PM

[Quoted text hidden]

[Quoted text hidden]

---

**Dovile Soblinskas** <Dovile@oecapitalpartners.com>  
**To:** [REDACTED]

Mon, Mar 28, 2016 at 9:46 AM

[REDACTED], didn't hear back from you. Here is the invitation.

**Dovile Soblinskas**

*Director of Business Development*

OE Capital Partners

Dovile@oecapitalpartners.com

**App. 0904**

o. (214) 432 – 8277

d. (214) 299 – 8969

1700 Pacific, Suite 3680, Dallas, TX 75201

**From:** Dovile Soblinskas

**Sent:** Thursday, March 24, 2016 12:11 PM

**To:** [REDACTED]

**Subject:** RE: OE Capital Partners

[REDACTED], the event will be at the Westin, we ended up setting with a downtown location.

Would you like to join us on April 5<sup>th</sup>? I should have an invite by tomorrow.

**Dovile Soblinskas**

*Director of Business Development*

OE Capital Partners

Dovile@oecapitalpartners.com

o. (214) 432 – 8277

d. (214) 299 – 8969

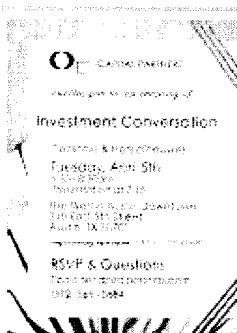
1700 Pacific, Suite 3680, Dallas, TX 75201

**From:** Dovile Soblinskas

**Sent:** Friday, March 18, 2016 2:21 PM

[Quoted text hidden]

[Quoted text hidden]



OE\_April5\_WestinAustin\_2016.jpg  
905K

App. 0905

EXHIBIT 2

<https://mail.google.com/mail/u/...>

4/8/2016

3:46:15 PM

[REDACTED]  
To: Dovile Soblinskas <Dovile@oecapitalpartners.com>

Tue, Mar 29, 2016 at 12:00 PM

I apologize. I should be able to make it. Thanks again!

By the way, did you send me a PPM or anything of that nature? Don't believe I got one with the other information you sent. Would like to look through it, if there's one available.

[Quoted text hidden]

**Dovile Soblinskas** <Dovile@oecapitalpartners.com>  
To: [REDACTED]

Tue, Mar 29, 2016 at 2:42 PM

Hey [REDACTED], unfortunately, I cannot send you the PPM until you are qualified as an investor on my side. Here is an investor suitability. If you can fill this out and send it back I will be able to send the PPM or you can fill it out and bring it with you to the event and if you are comfortable afterwards you can give that to me and I can follow up with the PPM.

Also, feel free to bring a guest on Tuesday, I look forward to meeting you then.

**Dovile Soblinskas**

*Director of Business Development*

OE Capital Partners

Dovile@oecapitalpartners.com

o. (214) 432 – 8277

d. (214) 299 – 8969

1700 Pacific, Suite 3680, Dallas, TX 75201

**From:** [REDACTED]  
**Sent:** Tuesday, March 29, 2016 12:00 PM

[Quoted text hidden]

[Quoted text hidden]

 **Investor Suitability Questionnaire.pdf**  
104K

**Dovile Soblinskas** <Dovile@oecapitalpartners.com>  
To: [REDACTED]

Mon, Apr 4, 2016 at 9:44 AM

[REDACTED], I look forward to meeting you tomorrow.

**App. 0906**

EXHIBIT 2

<https://mail.google.com/mail/u/...>

4/8/2016

3:46:15 PM

Just a reminder, the valet will be covered, just say OE Capital Partners when you arrive at the Westin hotel.

Thank you,

**Dovile Soblinskas**

*Director of Business Development*

OE Capital Partners

Dovile@oecapitalpartners.com

o. (214) 432 – 8277

d. (214) 299 – 8969

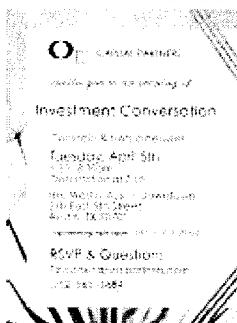
1700 Pacific, Suite 3680, Dallas, TX 75201

**From:** [REDACTED]

**Sent:** Tuesday, March 29, 2016 12:00 PM

[Quoted text hidden]

[Quoted text hidden]



**OE\_April5\_WestinAustin\_2016.jpg**  
905K

---

**Dovile Soblinskas** <Dovile@oecapitalpartners.com>

Wed, Apr 6, 2016 at 2:45 PM

To: [REDACTED]

Hey [REDACTED],

I know you left kind of early last night. Sorry I didn't get a chance to talk with you in depth. The conversation actually got into a lot more details on the fund and what our portfolio does so I am sorry that you did not stay.

Let me know if its something you are still interested in or if its not a good fit for what you are looking for.

**App. 0907**

EXHIBIT 2

<https://mail.google.com/mail/u/...>

4/8/2016

3:46:15 PM

**Dovile Soblinskas**

*Director of Business Development*

OE Capital Partners

Dovile@oecapitalpartners.com

o. (214) 432 – 8277

d. (214) 299 – 8969

1700 Pacific, Suite 3680, Dallas, TX 75201

**From:** [REDACTED]

**Sent:** Tuesday, March 29, 2016 12:00 PM

[Quoted text hidden]

[Quoted text hidden]

---

**To:** Dovile Soblinskas <Dovile@oecapitalpartners.com>

Fri, Apr 8, 2016 at 12:40 PM

I apologize, I had something else I had to get to downtown that night. I would still like to take a look at your PPM, if possible, though. Going through the questionnaire you sent me, however, I don't believe I am an accredited investor as I understand it. Does that completely disqualify me? I'd rather not complete the survey with all of my personal information if that's the case.

Thanks again,

[REDACTED]  
[Quoted text hidden]

---

**Dovile Soblinskas** <Dovile@oecapitalpartners.com>

**To:** [REDACTED]

Fri, Apr 8, 2016 at 1:26 PM

We take accredited and non-accredited investors. However, they need to be suitable. That is what the questionnaire will answer for us. If you are able to sustain a 3 year hold period on the principle investment.

**Dovile Soblinskas**

*Director of Business Development*

OE Capital Partners

Dovile@oecapitalpartners.com

o. (214) 432 – 8277

**App. 0908**

EXHIBIT 2

<https://mail.google.com/mail/u/...>

4/8/2016

3:46:15 PM

d. (214) 299 – 8969

1700 Pacific, Suite 3680, Dallas, TX 75201

**From:** [REDACTED]

**Sent:** Friday, April 8, 2016 12:40 PM

[Quoted text hidden]

[Quoted text hidden]

**App. 0909**

EXHIBIT 2

<https://mail.google.com/mail/u/...>

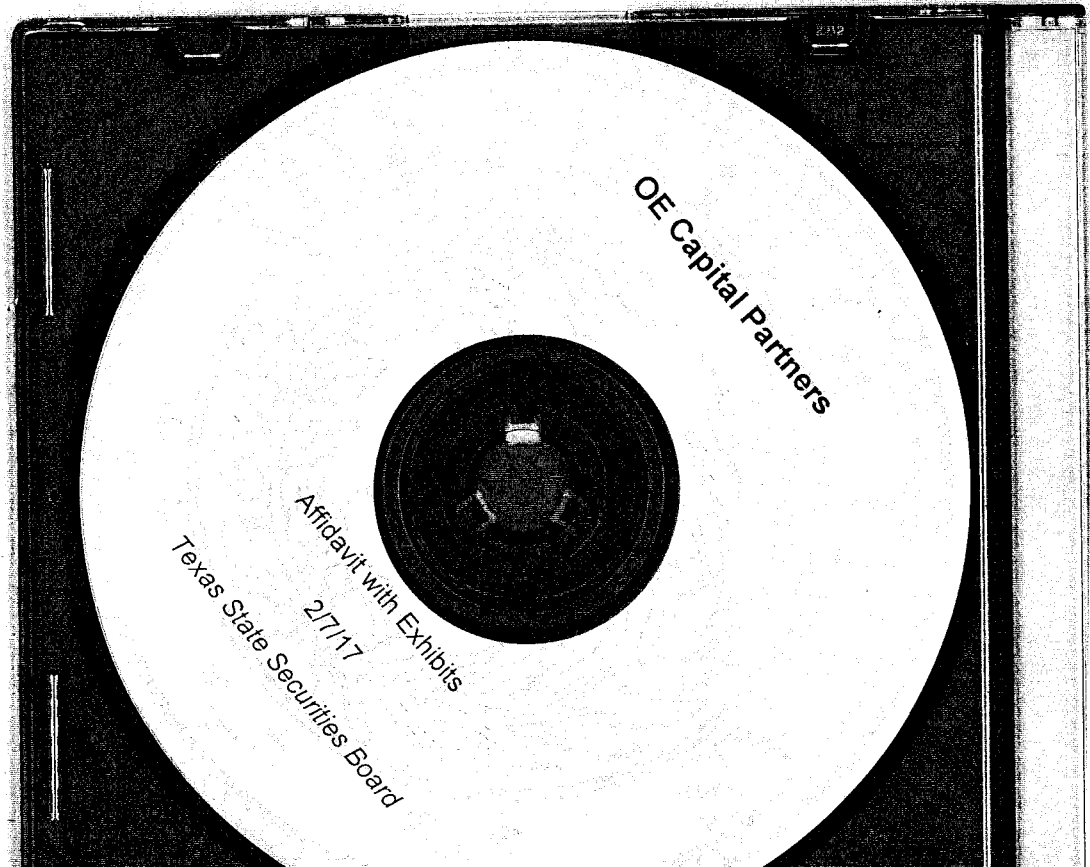
4/8/2016

3:46:15 PM

**Exhibit 3 to  
Phillip Fuselier's Affidavit**

**MP3 Recording**

**App. 0910**





Page 1

THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION

In the Matter of: )  
 ) File No. FW-04043-A  
OPTIMAL ECONOMICS CAPITAL PARTNERS )

SUBJECT: Telephone Conversation Between  
Ms. Soblinskas and Andy Milligan  
SoblinskasCall\_030416.mp3

PAGES: 1 through 27

AUDIO TRANSCRIPTION

Diversified Reporting Services, Inc.

(202) 467-9200

Page 2	Page 4
<p>1 PROCEEDINGS</p> <p>2 MS. SOBLINSKAS: This is Dovile.</p> <p>3 MR. MILLIGAN: Hi, this is Andy Milligan. I'm</p> <p>4 giving you a call back.</p> <p>5 MS. SOBLINSKAS: Yes. How are you, sir?</p> <p>6 MR. MILLIGAN: I'm good. Yourself?</p> <p>7 MS. SOBLINSKAS: Good. I apologize for not</p> <p>8 connecting last week.</p> <p>9 MR. MILLIGAN: Oh, no problem. I'm glad you</p> <p>10 gave me a call today. I had just a little bit of time,</p> <p>11 so it's a good time to kind of --</p> <p>12 MS. SOBLINSKAS: Good.</p> <p>13 MR. MILLIGAN: -- catch up.</p> <p>14 MS. SOBLINSKAS: Andy, are you in Austin?</p> <p>15 MR. MILLIGAN: Yes.</p> <p>16 MS. SOBLINSKAS: We were just there. We had a</p> <p>17 little investor visit. Did you just find us through kind</p> <p>18 of a website, through a referral, through anybody?</p> <p>19 MR. MILLIGAN: No, not through a referral.</p> <p>20 Just kind of through I guess a Google sort of thing.</p> <p>21 Just looking around for a good investment, and I guess</p> <p>22 just -- I'm not even -- I'm not quite sure if I just</p> <p>23 looked for something in the Dallas area or not, but yeah,</p> <p>24 just kind of a Texas-based thing, and I saw your website,</p> <p>25 and it looked like something I would be interested in,</p>	<p>1 just --</p> <p>2 MS. SOBLINSKAS: Depending on when, right?</p> <p>3 MR. MILLIGAN: Yeah, exactly. So, that sort of</p> <p>4 thing, and I've definitely looked at, you know, other</p> <p>5 options, but yeah, that's really about it. Nothing</p> <p>6 really, like, start ups, or this sort of thing. So, I'm</p> <p>7 not really sure what industries that you guys deal with,</p> <p>8 but that's one of the things I kind of wanted to find out</p> <p>9 about.</p> <p>10 MS. SOBLINSKAS: Yeah. So, we are not a start</p> <p>11 up or seed fund, which I think goes along with what</p> <p>12 you're looking for in that sense. We are a growth</p> <p>13 capital fund.</p> <p>14 MR. MILLIGAN: Okay.</p> <p>15 MS. SOBLINSKAS: And what we focus in is</p> <p>16 actually the consumer goods market. Of course, a little</p> <p>17 bit of technology and of course a little bit of health</p> <p>18 care. We actually do not participate in commodities,</p> <p>19 because it doesn't really fit -- that has too much</p> <p>20 political constraint, and risk, and market manipulation</p> <p>21 to really allow us to grow a company without an external</p> <p>22 kind of interference.</p> <p>23 And so, we really focus and specialize in the</p> <p>24 consumer goods market, and in bringing kind of product</p> <p>25 innovation into American retail. That's really where we</p>
Page 3	Page 5
<p>1 and just kind of took it from there.</p> <p>2 MS. SOBLINSKAS: Yeah. I'm excited that my</p> <p>3 work online is starting to pay off. It's sort of</p> <p>4 advertising, but -- so, we are a -- just to kind of jump</p> <p>5 in and give you a quick background, we --</p> <p>6 MR. MILLIGAN: Sure.</p> <p>7 MS. SOBLINSKAS: -- are a venture capital firm</p> <p>8 here in Dallas. We're about a year and a half old, and</p> <p>9 just under \$6 million under management.</p> <p>10 MR. MILLIGAN: Okay.</p> <p>11 MS. SOBLINSKAS: We are a part of four</p> <p>12 companies now, and a very different change for our model</p> <p>13 and the way that we kind of, number one, fund investments</p> <p>14 in mutual fund companies is that we have address some of</p> <p>15 the typical barriers of private equity and private</p> <p>16 investing. Have you ever had an alternative on your</p> <p>17 investment portfolio?</p> <p>18 MR. MILLIGAN: Investing in an alternative</p> <p>19 investment, you mean?</p> <p>20 MS. SOBLINSKAS: Yes.</p> <p>21 MR. MILLIGAN: I've done -- if you would call</p> <p>22 oil and gas, and --</p> <p>23 MS. SOBLINSKAS: Mm-hmm.</p> <p>24 MR. MILLIGAN: -- that sort of stuff, which</p> <p>25 wasn't too successful, but yeah. Other than that,</p>	<p>1 found our space. Most of our investments are about</p> <p>2 500,000 to 2.5 to \$3 million right now.</p> <p>3 MR. MILLIGAN: Mm-hmm.</p> <p>4 MS. SOBLINSKAS: Our appetite in the future</p> <p>5 will grow to about 5 million, and we are a -- like I</p> <p>6 said, the gross lenders. We're looking for a company</p> <p>7 that are just shy of revenue --</p> <p>8 MR. MILLIGAN: Mm-hmm.</p> <p>9 MS. SOBLINSKAS: -- or are post-revenue, but</p> <p>10 are looking to scale.</p> <p>11 MR. MILLIGAN: Okay. All right, is it --</p> <p>12 MS. SOBLINSKAS: Like, for example --</p> <p>13 MR. MILLIGAN: Mm-hmm.</p> <p>14 MS. SOBLINSKAS: -- one of the companies that</p> <p>15 we are partners is called WHRZT! It's a geolocation</p> <p>16 company here in Dallas. They do -- are you familiar with</p> <p>17 that app, Find My iPhone?</p> <p>18 MR. MILLIGAN: Yeah. Mm-hmm.</p> <p>19 MS. SOBLINSKAS: So, the technology inside of</p> <p>20 that is a geosensing technology. Right? You drop a pin.</p> <p>21 You have basically -- you're mapped to that pin as of</p> <p>22 that location, and as you get closer, it basically pings</p> <p>23 you closer and closer to the object. So, the company</p> <p>24 that we're -- we've been invested in for over a year now</p> <p>25 is the same, except it's for tractor trailers. It</p>

Page 6

1 seamlessly fits into a tractor trailer into the battery  
2 break away box.

3 Being from Texas, you probably know that  
4 there's a huge theft associated with tractor trailers.  
5 About 16 to 28 percent of the market has been reported  
6 stolen at one point or another, which is a huge --

7 MR. MILLIGAN: Mm-hmm.

8 MS. SOBLINSKAS: -- cost --

9 MR. MILLIGAN: Mm-hmm.

10 MS. SOBLINSKAS: -- to everybody that's either  
11 transporting materials or equipment, or has a work crew  
12 out there. And so, WHRZT! is the technology that answers  
13 that question. It digitalizes trailers, and therefore  
14 you can track them, because at this point, there's no VIN  
15 numbers, there's no registration with the state or  
16 anything like that. So, we found a lot of success. It's  
17 not a business to consumer product, per se, right?

18 MR. MILLIGAN: Mm-hmm.

19 MS. SOBLINSKAS: It's more a business to  
20 business, that we're selling directly to our  
21 manufacturers and distributors.

22 MR. MILLIGAN: Okay. Do you -- do you focus on  
23 Texas-based businesses, or is it -- does it really  
24 matter? Is it nationwide, or international?

25 MS. SOBLINSKAS: And it is -- it is nationwide

Page 8

1 they do, the more or the faster the investors get paid  
2 off.

3 MR. MILLIGAN: Okay, and do -- I think you -- I  
4 don't know if you mentioned this, but do the investors  
5 get paid before the -- before OE Capital, or how does --  
6 how does the payback structure --

7 MS. SOBLINSKAS: Yeah.

8 MR. MILLIGAN: -- work?

9 MS. SOBLINSKAS: So, actually, the investors  
10 are what's called senior in the revenue stream.

11 MR. MILLIGAN: Uh-huh.

12 MS. SOBLINSKAS: So, as we capture revenue from  
13 these companies, the investor actually gets paid the  
14 first 12 percent. I think you've seen that on our  
15 website.

16 MR. MILLIGAN: Mm-hmm.

17 MS. SOBLINSKAS: All right, we contract a 12  
18 percent return. So, that is a minimum return on your  
19 investment annually.

20 MR. MILLIGAN: Okay. Do you have -- you said  
21 you'd been around for a year and a half. Do you have  
22 financial documentation, that sort of thing, for the last  
23 year of what was --

24 MS. SOBLINSKAS: Actually, in --

25 MR. MILLIGAN: -- produced?

Page 7

1 at this point. We've got a company out in California,  
2 two out of Tampa, one out at Dallas, and we're actively  
3 always looking. Actually, where I was at -- I was in New  
4 York City for a private equity conference.

5 And so, we tend to go to locations like that to  
6 source deals. So, they're very much national. The  
7 difference is, is that we're not an equity investment.  
8 So, we are -- we do not secure our investment through  
9 debt --

10 MR. MILLIGAN: Okay.

11 MS. SOBLINSKAS: -- or equity in a company,  
12 which is, I think, strange to most people. When they  
13 hear the word venture capital or private equity, they  
14 think that it has to be based in equity. The way that we  
15 finance is a royalty against future revenue.

16 MR. MILLIGAN: I see.

17 MS. SOBLINSKAS: So, we -- let's say we  
18 purchase -- or we fund the company for X amount of  
19 dollars, and then as they grow in revenue -- which you  
20 can see why we fall very closely and well with consumer  
21 goods -- as they go through the revenue cycle, and as  
22 they generate more and more revenue, we basically insert  
23 ourselves in the top line revenue, and capture from that,  
24 and it's basically a non-linear way to pay back an  
25 investment. So, the faster a company grows, the better

Page 9

1 MS. SOBLINSKAS: -- our new confirmations, we  
2 have a third party accounting or CPA firm --

3 MR. MILLIGAN: Mm-hmm.

4 MS. SOBLINSKAS: -- and they're in  
5 confirmations for a yearly audit.

6 MR. MILLIGAN: Okay.

7 MS. SOBLINSKAS: So, that was very much  
8 requested from a lot of our investors. And so, we do  
9 have that coming.

10 MR. MILLIGAN: Okay.

11 MS. SOBLINSKAS: The last time I got a date on  
12 that was supposed to be at the end of this week or  
13 following. So, March 15th is really when I'm expecting  
14 it.

15 MR. MILLIGAN: Okay. Is that something you  
16 would provide to potential investors, or just to existing  
17 investors?

18 MS. SOBLINSKAS: No. If anybody is interested,  
19 I can provide that to you.

20 MR. MILLIGAN: Okay.

21 MS. SOBLINSKAS: It's not what I would call  
22 public information, but --

23 MR. MILLIGAN: Yeah.

24 MS. SOBLINSKAS: -- I believe that everybody  
25 that wants or has any interest in it should be able to

3 (Pages 6 to 9)

Page 10

1 see that information.

2 MR. MILLIGAN: Okay. I mean, would you say --

3 MS. SOBLINSKAS: But --

4 MR. MILLIGAN: I'm sorry. Would you say the 12  
5 percent is -- that's just kind of -- is that a target, or  
6 is that -- would you call it a guarantee, or how would  
7 you characterize -- you said it's more of a range, 12 to  
8 18 percent, is that correct?

9 MS. SOBLINSKAS: Yeah. So, we do not guarantee  
10 any kind of return.

11 MR. MILLIGAN: Yeah.

12 MS. SOBLINSKAS: And the word guarantee really  
13 is a -- is a debt laden word, right?

14 MR. MILLIGAN: Uh-huh.

15 MS. SOBLINSKAS: A guarantee is really a pay  
16 off on a -- on a debt collateral. So, what we do is we  
17 contract that, and we manage our portfolio to a higher  
18 rate of return than that. So, as an investor, the way  
19 that it would work is the first 12 percent that we  
20 capture off of an investment --

21 MR. MILLIGAN: Mm-hmm.

22 MS. SOBLINSKAS: -- goes directly to the  
23 investor. Then if we capture more than that on a monthly  
24 basis, then we split -- basically, it's 80 percent for  
25 the investor, 20 percent Elite Capital Partners capped

Page 12

1 Is it in house, or do you have any other -- anyone else  
2 involved? I mean, I looked on the website, and you know,  
3 saw the team and that sort of thing. Is that -- is that  
4 the entire company? Is it -- is this a pretty small  
5 operation, or is there more people involved in it?

6 MS. SOBLINSKAS: That's the team -- so, Patrick  
7 Howard actually started the company. I should say  
8 started the mechanicals of the company about six years  
9 ago.

10 MR. MILLIGAN: Mm-hmm.

11 MS. SOBLINSKAS: Background is in banking  
12 systems, information technology, and business to business  
13 consulting and solution --

14 MR. MILLIGAN: Mm-hmm.

15 MS. SOBLINSKAS: -- and about 12 to 15 years, I  
16 believe, in that sector really kind of inner workings.  
17 Our investment profile is set up much more like a bank,  
18 and what we look for is an average return, right, rather  
19 than the traditional -- so, we are never going to be a 35  
20 percent returning fund. That's really not how we manage  
21 our portfolio.

22 MR. MILLIGAN: Uh-huh.

23 MS. SOBLINSKAS: We manage to a steady return  
24 rate. What we aim for is always to be at the top line of  
25 that. So, an investor is probably somewhere in that

Page 11

1 with a 20 percent annual.

2 MR. MILLIGAN: Okay.

3 MS. SOBLINSKAS: What that really puts you at  
4 is a round number of 18.4 percent potential growth.

5 MR. MILLIGAN: Okay, and so far there hasn't  
6 been any problem with the -- meeting that -- meeting  
7 those targets?

8 MS. SOBLINSKAS: So, so far we have met our 12  
9 percent, but last year our portfolio did not perform  
10 above that. Granted that it was kind of the first year  
11 of getting a lot of our funds working.

12 MR. MILLIGAN: Mm-hmm.

13 MS. SOBLINSKAS: We were not able to outperform  
14 that number, but this year, currently the growth rate is  
15 at about a 16.4 return.

16 MR. MILLIGAN: Okay.

17 MS. SOBLINSKAS: And so then that return is --  
18 it's an annual -- (inaudible) quarterly. So, you have an  
19 option of a 3 percent quarterly payout.

20 MR. MILLIGAN: Okay.

21 MS. SOBLINSKAS: And let's say you invest in  
22 our qualified funds. It's \$100,000. You have a  
23 potential for \$3,000 income.

24 MR. MILLIGAN: Okay. Can you tell me who's --  
25 who all is in -- is it who -- who manages the portfolio?

Page 13

1 18-18.4 percent range. That's really the goal. So,  
2 that's Patrick. After his business technology consulting,  
3 he went into wealth management, and the gap -- Andy, I  
4 don't know your background, but the gap that he really  
5 saw was the affinity of different tools for different  
6 people.

7 Right? You had a sector of the population that  
8 was able to make, right, 35-40 percent on their money,  
9 year after year, and then you had the other kind of part  
10 of a population that only had vehicles that allowed them  
11 3-4 percent growth every year, and that's really what the  
12 public market holds, and that's if you play it right. I  
13 mean, there's nothing stopping you from making 12 percent  
14 year after year on the stock market. You just have to be  
15 good at it.

16 MR. MILLIGAN: Yeah.

17 MS. SOBLINSKAS: And that's where it really  
18 comes from, that individual, I think, management. I  
19 think most of us don't understand how they do that. And  
20 so he kind of saw this gap of the two worlds, where most  
21 businesses, they need proper capitalization to grow,  
22 right?

23 MR. MILLIGAN: Mm-hmm.

24 MS. SOBLINSKAS: And now those funds are  
25 usually not available at banking sources. If you're

4 (Pages 10 to 13)

Page 14

1 usually bankable like a business, you probably just used  
2 a loan. You just choose to use somebody else's money.

3 MR. MILLIGAN: All right. Yeah, I understand  
4 that.

5 MS. SOBLINSKAS: And so it is really kind of a  
6 connection point of -- and that's really what we aim to  
7 do, is connecting individual and local dollars to  
8 individual and local businesses. Those businesses,  
9 however, we put through a very stringent due diligence  
10 process.

11 So, I mentioned we invested in four companies  
12 last year. We went through -- the process was about 85  
13 as they dropped off. So, being a royalty against revenue  
14 capture model, so, kind of like I was mentioning to you,  
15 inserting yourself into a revenue capture rate, the main  
16 difference is that you have to be able to help assemble  
17 it.

18 And there's -- so, what we -- what we really  
19 run our companies through is a franchise model, right?  
20 There has to be a blueprint. There has to be a business  
21 strategy. There has to be a sell strategy, and a  
22 marketing strategy. And then we usually come to fund one  
23 or two things, expansion, which is marketing dollars, and  
24 inventory. That's because it's buying power that  
25 companies really aren't looking for.

Page 16

1 manager from FedEx and the like, and that's really 20  
2 years of experience in product launch.

3 MR. MILLIGAN: Mm-hmm. Okay.

4 MS. SOBLINSKAS: And Tracy is actually -- she's  
5 from Austin. So, if that's -- if you're really kind of  
6 considering moving forward, what I could probably do is  
7 set up a meeting there, so you can kind of understand  
8 better, and put a -- put a face to an idea.

9 MR. MILLIGAN: Okay.

10 MS. SOBLINSKAS: But Tracy is -- over her  
11 career, and her entire kind of growth process is project  
12 launch in companies. So, (inaudible) for FedEx, she  
13 would take ideas, and different variations of products,  
14 and run them through corporate. Essentially run a small  
15 business inside of a corporation until that product was  
16 ready for national launch.

17 MR. MILLIGAN: Oh, okay.

18 MS. SOBLINSKAS: So, she's really a key, I  
19 would say, to the way that we manage our portfolio,  
20 because she comes on as an asset onto portfolio companies  
21 to really execute plans.

22 MR. MILLIGAN: Mm-hmm.

23 MS. SOBLINSKAS: Right, and follow project  
24 plans. So, the business is a very important point of how  
25 we fund. So, we are a milestone fund -- we're a

Page 15

1 So, 80 percent of the funds invested as a part  
2 of our investment actually go into hard assets. So,  
3 asset backed lending, where we directly purchase  
4 inventory. That actually is a security to our portfolio  
5 at the end of the day, because regardless of the  
6 operations of the company, win or lose, we own all the --  
7 all the inventory as the fund.

8 MR. MILLIGAN: Mm-hmm.

9 MS. SOBLINSKAS: So, that's really Patrick's  
10 background and the reason that he started the -- he did  
11 the -- he found fundraising in 2014 for the company, and  
12 really built it with that operation, and then in 2015, we  
13 started raising funds, and made our first investment I  
14 believe in June. I don't want to misquote myself there  
15 in 2015. So, right now the companies that we do have,  
16 two are in media production. Right, pre-market launches  
17 in -- after a full media campaign.

18 MR. MILLIGAN: Mm-hmm.

19 MS. SOBLINSKAS: One is returning revenue and  
20 selling, and the other model is just a healthcare  
21 technology. If you've heard of, like, (inaudible)  
22 services. They went into self-market launch today. So,  
23 we're moving quite along. We really are proud of what  
24 we're doing, but that's really a different model. Tracy  
25 Alexander, which you saw on the website, she's a project

Page 17

1 milestone funding basis. If that doesn't sound familiar  
2 to you, what we do is if you are a company, and you're  
3 looking for a million dollar investment, right?

4 MR. MILLIGAN: Mm-hmm.

5 MS. SOBLINSKAS: We break out a project plan of  
6 really where you're going to use those funds. And so the  
7 first injection of your funds may be \$150,000, right?

8 MR. MILLIGAN: Mm-hmm.

9 MS. SOBLINSKAS: But maybe I need to hire these  
10 two sales people. I need to do this operation, right?  
11 Then, the next -- so, you reach a set amount of goals.  
12 Then, the --

13 MR. MILLIGAN: Yeah.

14 MS. SOBLINSKAS: -- next growth plan is that  
15 once you reach that metric is really the second tranche.  
16 So, let's say that's \$250,000 in the inventory. So, we  
17 really mitigate our risk in the way that we gradually  
18 infuse capital.

19 MR. MILLIGAN: Okay.

20 MS. SOBLINSKAS: The company -- because,  
21 they're really -- they're meeting a goal, and we have  
22 proved our sales, and we have proved our strategy really  
23 before we're ever 100 percent in the deal.

24 MR. MILLIGAN: Okay, I see. So, can you go  
25 over one more time at what stage -- so, these companies

Page 18

1 aren't start ups, but they are -- did you say they are  
2 revenue producing?  
3 MS. SOBLINSKAS: They do not necessarily have  
4 to be, but --  
5 MR. MILLIGAN: Okay.  
6 MS. SOBLINSKAS: -- the longest grave period  
7 that that is, is six months. The technical grave period  
8 is about three.  
9 MR. MILLIGAN: Okay.  
10 MS. SOBLINSKAS: So, they have to be -- what we  
11 say is post-prototype, in a lot of cases, preproduction.  
12 MR. MILLIGAN: Okay. And you said they're  
13 normally seeking -- not 5 million, or up to 5 million,  
14 how much usually?  
15 MS. SOBLINSKAS: In all of our projects so far,  
16 we're actually under a \$3 million ask.  
17 MR. MILLIGAN: Okay.  
18 MS. SOBLINSKAS: Yeah, so we're not -- Andy,  
19 we're not a conglomerate. We're not --  
20 MR. MILLIGAN: Yeah.  
21 MS. SOBLINSKAS: -- massive. What we do is we  
22 take very, very structured deals, right, with a -- with a  
23 concrete build up platform. But because they are  
24 technologies, because they are consumer goods that are in  
25 the market, there's a large potential upside.

Page 19

1 So, when you're talking about that 12 percent  
2 return, on the backside of ours -- so, we run everything  
3 through a proprietary model. We actually don't contract  
4 anyone where we can't get back 25 percent, right? So --  
5 MR. MILLIGAN: Okay.  
6 MS. SOBLINSKAS: -- we're looking for a minimum  
7 of 3x to 5x return on any investment, which allows us to  
8 be kind of this conglomerate of a VC and PE, because  
9 there is no debt in the equation.  
10 MR. MILLIGAN: Mm-hmm.  
11 MS. SOBLINSKAS: But -- excuse me. So, you can  
12 still get that kind of royalty payback on the initial  
13 investment, and you can still get a multiple on your  
14 fund. If you collected debt at any one of those stages,  
15 if you said, you know, "For this investment, I take 20  
16 percent of the company equity," then I could not take a  
17 royalty as we move forward. So, what it does from your  
18 perspective, right, is as we invest, we're gradually  
19 getting funds back.  
20 MR. MILLIGAN: Mm-hmm.  
21 MS. SOBLINSKAS: So, there's a point in time in  
22 the -- in the kind of contract with these companies where  
23 they have 100 percent pay this back, the initial  
24 investment, and they flip to pay us back the profit on  
25 that investment before they're ever out of the deal.

Page 20

1 MR. MILLIGAN: Is -- would -- say my  
2 investment, would that go to one particular company that  
3 you're talking about, or all of the -- like, one general  
4 fund that you guys have, or is it just going into your  
5 company's fund, or --  
6 MS. SOBLINSKAS: It goes --  
7 MR. MILLIGAN: -- how does it go --  
8 MS. SOBLINSKAS: It goes into one investment  
9 fund, and then you just basically -- we put it into the  
10 specific companies that they need to be, but you share on  
11 a blended portfolio.  
12 MR. MILLIGAN: Okay.  
13 MS. SOBLINSKAS: So, you experience a positive  
14 of any company that grows in that period of time.  
15 MR. MILLIGAN: Uh-huh.  
16 MS. SOBLINSKAS: So, they are uncorrelated.  
17 Let's say, you know, you're in there for three years.  
18 That's the contracted investment. If we bring on a  
19 company in your third year that has extremely high  
20 returns, you share in those even though your physical  
21 cash allocation went into a company two years ago.  
22 MR. MILLIGAN: Okay, and so the -- do I review  
23 anything at the beginning or throughout that I need to --  
24 I mean, do -- am I --  
25 MS. SOBLINSKAS: We have a -- because we are a

Page 21

1 membership, we have a building allowance, which  
2 basically -- the way that we do it is once we're vetting  
3 companies, and once they've really made it through our  
4 process -- and I can send you some details on that -- we  
5 allow our members to tell us, like, if there's something  
6 glaringly wrong, or if someone knows information --  
7 MR. MILLIGAN: Mm-hmm.  
8 MS. SOBLINSKAS: -- that we may not. So, as an  
9 investor, if you're interested, you kind of have a voice  
10 to say, "Hey, you should not go down this path."  
11 MR. MILLIGAN: Okay.  
12 MS. SOBLINSKAS: But there is no voted average  
13 of whether or not we're going to enter the deal.  
14 MR. MILLIGAN: Okay.  
15 MS. SOBLINSKAS: We're going to enter the deal  
16 on an objective and numerical metrics basis.  
17 MR. MILLIGAN: Yeah.  
18 MS. SOBLINSKAS: To be honest, right? It's not  
19 very much a subjective --  
20 MR. MILLIGAN: Yeah.  
21 MS. SOBLINSKAS: -- IPO.  
22 MR. MILLIGAN: I --  
23 MS. SOBLINSKAS: There is -- so, Cristina Cason  
24 is our portfolio profitability manager. She is a rare  
25 breed. She's a forensic accountant out of Miami, and she

6 (Pages 18 to 21)

App. 0910.f

Page 22

1 lives in Dallas, and actually is an entrepreneur, and  
2 started her own business that now runs 100 percent -- we  
3 you take that mailbox money -- on autopilot.

4 So, she has created and ran a business, but has  
5 a forensic accountant's background, and she actually came  
6 to us looking for funding, and realized that we're doing  
7 what she was trying to do in many businesses. And so,  
8 she came over as our portfolio profitability. And then  
9 myself, I have five years of experience in running  
10 political campaigns. And so --

11 MR. MILLIGAN: Mm-hmm.

12 MS. SOBLINSKAS: -- I have a very, very deep  
13 understanding of marketing in this world, and I actually  
14 put together and work with our project companies on their  
15 market expansion plans. Right? So, digital buys, TV  
16 buys --

17 MR. MILLIGAN: Mm-hmm.

18 MS. SOBLINSKAS: -- different kind of outlets,  
19 stuff like that. So, we are an active investment team.  
20 And so a small amount of our funds is kind of done  
21 through a retail channel. We really kind of market  
22 through placement agents and IRAs to raise our investment  
23 capital. And then we as a team really work as an active  
24 investment group with the companies that we contract.  
25 MR. MILLIGAN: Okay. Well, sounds good to me.

Page 23

1 I mean, that's pretty much all I had at this time. I  
2 might think of a little bit more and get back to you, but  
3 you know, that's basically it for now, I think.

4 MS. SOBLINSKAS: Okay. Is there an amount that  
5 you were looking for as for some kind of --

6 MR. MILLIGAN: Well --

7 MS. SOBLINSKAS: -- any numbers in our  
8 portfolio outlook that I can -- I can provide for you.

9 MR. MILLIGAN: I -- I mean, I typically  
10 wouldn't want to do more than 75 to 100. I have -- I  
11 have an IRA that I -- you know, is not performing great.  
12 I mean, -- like, I mean, I definitely would like it to do  
13 better, so I could take some out of there, and I -- I'm  
14 expecting a good chunk of money coming in in the near  
15 future that I kind of wanted to put somewhere, so --

16 MS. SOBLINSKAS: Mm-hmm.

17 MR. MILLIGAN: -- but that's about the range --

18 MS. SOBLINSKAS: So --

19 MR. MILLIGAN: -- I was thinking.

20 MS. SOBLINSKAS: Go on. That -- I'll talk  
21 about the product just a little bit more, so you can kind  
22 of fit it in or not fit it in into your portfolio.  
23 \$50,000 is the minimum, right? But you can go 75. You  
24 can go 100.

25 MR. MILLIGAN: Right.

Page 24

1 MS. SOBLINSKAS: That's actually up to the  
2 investor. We have a third-party administrator, or a TPA  
3 that we would route your IRA through.

4 MR. MILLIGAN: Uh-huh.

5 MS. SOBLINSKAS: They -- they're a custodian,  
6 right? So, they would handle your tax reporting, et  
7 cetera. And they are -- they specialize in alternative  
8 investments. But it's a pretty simple process. IRAs,  
9 roll overs, they take, you know, a week to two weeks to  
10 kind of do your paperwork.

11 MR. MILLIGAN: Uh-huh.

12 MS. SOBLINSKAS: There are two sets of  
13 paperwork for OE, which is a partnership agreement, which  
14 is your terms i.e. the 12 percent, 18.4 cap, and then the  
15 principle of that is illiquid for three years. However,  
16 since it is going to be qualified funds for you, you're  
17 probably not planning on taking a distribution, because  
18 you don't sound over 59 and a half.

19 MR. MILLIGAN: No.

20 MS. SOBLINSKAS: Which means that every year,  
21 your gains would actually compound, right?

22 MR. MILLIGAN: Right.

23 MS. SOBLINSKAS: So, let's say it's \$50,000.  
24 It's 56 at year one. Your principle balance starts at 12  
25 percent on the 56, not on the 50.

Page 25

1 MR. MILLIGAN: Mm-hmm. Yeah, that's fine. I  
2 mean, I think that I can make it work, and that's -- I'm  
3 not -- I think three years is reasonable. I'm not  
4 expecting to need it back within that time, so --

5 MS. SOBLINSKAS: Right.

6 MR. MILLIGAN: -- that would be fine. So,  
7 yeah, if you can send me whatever -- I mean, I definitely  
8 would like to wait on the financials if those are  
9 available in the near future.

10 MS. SOBLINSKAS: Mm-hmm.

11 MR. MILLIGAN: But if you have the agreements  
12 and things, I would like to look at that if it's possible  
13 over the weekend, but I might, you know -- I'm probably  
14 going to wait a little bit longer to see what else might  
15 be available to make my final decision.

16 MS. SOBLINSKAS: Sure. Yeah, let me -- why  
17 don't we wait until Monday, and --

18 MR. MILLIGAN: Okay.

19 MS. SOBLINSKAS: -- then I'll have a clearer  
20 idea if I can get at least a confirmation report to you,  
21 so you kind of see something from a third party. And  
22 then with that, I'll provide you the company outlook,  
23 and -- as well as the contract.

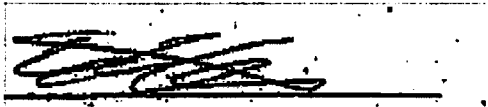
24 MR. MILLIGAN: Okay. Sounds good. Well, thank  
25 you so much. I appreciate you taking the time to speak

7 (Pages 22 to 25)

<p style="text-align: right;">Page 26</p> <p>1 with me.</p> <p>2 MS. SOBLINSKAS: You're welcome, Andy.</p> <p>3 MR. MILLIGAN: All right.</p> <p>4 MS. SOBLINSKAS: Hope to talk to you soon.</p> <p>5 MR. MILLIGAN: All right, have a good day.</p> <p>6 MS. SOBLINSKAS: Bye-bye.</p> <p>7 MR. MILLIGAN: Bye.</p> <p>8 (End of audio file.)</p> <p>9</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	
<p style="text-align: right;">Page 27</p> <p>1 I, Eric Axt, hereby certify that the foregoing transcript</p> <p>2 consisting of 26 pages is a complete, true and accurate</p> <p>3 transcription of all matters contained on the recorded</p> <p>4 proceedings of the recorded school board meeting</p> <p>5 indicated, in the matter of OPTIMAL ECONOMICS CAPITAL</p> <p>6 PARTNERS.</p> <p>7</p> <p>8</p> <p>9 Transcriber</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	



I, Eric Axt, hereby certify that the foregoing transcript consisting of 26 pages is a complete, true and accurate transcription of all matters contained on the recorded proceedings of the recorded school board meeting indicated, in the matter of OPTIMAL ECONOMICS CAPITAL PARTNERS.

A rectangular box containing a handwritten signature in black ink. The signature is stylized and appears to be 'Eric Axt'.

Transcriber

**Fund Terms - Series A**

(1/1/2016)

\$50,000 Investment Balance  
 3 Year Commitment  
 12% Annual Preferred Return  
 Annual Cap of 18.4%  
 Senior in the Revenue stream  
 No Management Fees  
 Income Option  
 Asset Backed/Inventory Investment

**Key Features**

Portfolio Profits 80/20 Split Post Preferred  
 Qualified & Non-Qualified Funds  
 Defined Exit Timeframe  
 Growth on 100% of Investment  
 Yearly Audit Reports on Portfolio  
 Private Market Investment  
 Active Investment Team  
 OERA™ Software Monitoring

**Standard Quarterly Preferred Returns**

Series A - Individual	3%
Series B - Corporate	3%
Series C - High Net	6.25%

**Sales Charge**

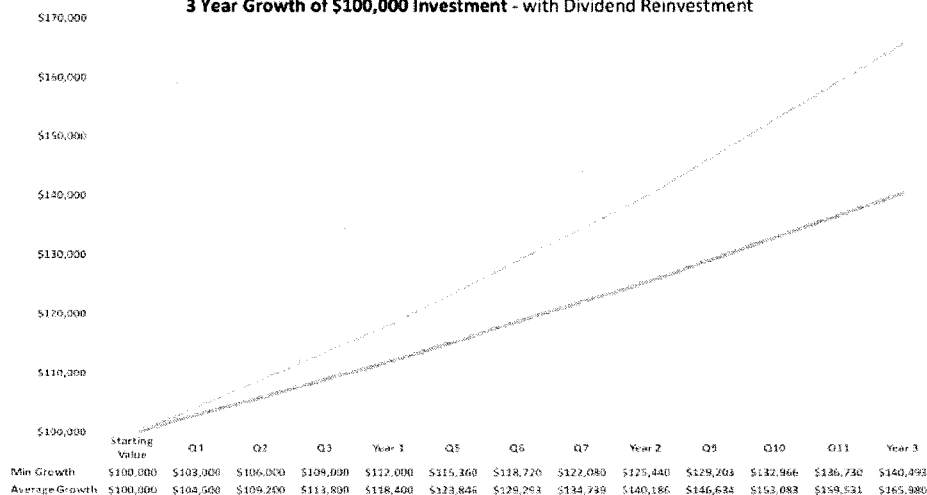
Capital Acquisition Cost	-4%
OE Revenue Refund	4%
Net Sales Charge	0%

OE Capital partners pays preferred return on 100% percent of capital acquired. Therefore, OE surrenders the operating expenses out of company profits not investor returns. This is not a common practice among financial institutions and often shows up as management fees or in expense ratios in competing firms. Please see OE Advantage graph on the next page.

**OERA™**

While, the purchase of any investment is a speculative endeavor, OE Capital Partners has built a proprietary software, OERA™ that disconnects our investors from the underlying risk of the assets using bank liquidity modeling techniques. OERA™ is a modeling software that measures portfolio risks as they relate to the global economy, intricate industry specific supply and demand factors, and overall the context of the OE Capital Ventures portfolio. OERA™ analytics and employment of cutting edge sales service technology gives OE Capital Partners the ability to properly adjust for the price of the liquidity risk on a near real-time basis.

EXHIBIT 4

**SERIES A PREFERRED INDIVIDUAL MEMBERSHIP****Product Profile****3 Year Growth of \$100,000 Investment - with Dividend Reinvestment****Fund Description**

The fund is a multi-sector and diverse group of privately held companies, sharing qualities of high growth potential, proven demand, and innovative market solutions. The fund seeks to provide consistent double digit returns. Its secondary goal is liquidity of the investment returns to provide necessary income distributions. The fund's focus is primarily in consumer goods.

Series A - Individual Projected Returns (%)				Series A - Returns Nominal (in Thousands)		
	Year 1	Year 2	Year 3	Year 1	Year 2	Year 3
Minimum	12	12	12	\$12	\$25	\$40
Expected	18.4	18.4	18.4	\$18	\$40	\$66
Series B - Corporate Projected Returns (%)				Series B - Returns Nominal (in Thousands)		
	Year 1	Year 2	Year 3	Year 1	Year 2	Year 3
Minimum	12	12	12	\$12	\$25	\$40
Expected	16	16	16	\$16	\$35	\$56
Series C - High Net Yield Projected Returns (%)				Series C - Returns Nominal (in Thousands)		
	Year 1	Year 2	Year 3	Year 1	Year 2	Year 3
Minimum	25	25	25	\$625	\$781	\$977

Series A & B based on \$100,000 investment. Series C is a minimum of \$2.5MM Initial Investment

Performance data represents future projected performance. Current performance may differ from performance shown. The fund's investment returns will change with portfolio performance. The fund's minimum contracted performance threshold is 12% annually, 18% is the expected average

**Investment Philosophy & Methodology**

OE Investment philosophy and revenue capture models are built on key principles of collaboration, performance, and real time data. All OE business plans and growth models align incentives so that human behavior mirrors intended project outcomes. OE Methodology is based on top tier marketing standards. Our marketing conversion rates for sales are always the strictest industry rate of one half of one percent (0.5%) conclusively our modeling rates are the lowest probable statistical outcomes for the revenue capture projections. Additionally, OE Capital Partners strengthens efficiencies of portfolio development by following the franchise model to ensure operational scalability.

**The Key Method**

The Key Method is a due diligence process that utilizes a unique approach in the selection and the proper allocation of resources designated for project selection, company development, market strategy, and the overall profitability of the portfolio. The method requires a strict adherence to objectivity throughout the process and requires our investment team to be very selective in the companies that we choose for the portfolio. We believe that in following this method we align the interest of our companies with that of our investors, giving us a unique advantage.

**Current Portfolio Holdings**

Whrtz!.....Consumer Goods, Geolocation, Technology  
 Athletes Performance Gear.....Specialized Training Equipment  
 Future Products of America.....Innovation and Consumer Goods  
 RivaCare.....Telehealth and Delivery

OE Capital Partners puts all project companies through an intensive and objective due diligence period where companies meet required contract criteria to be selected into our portfolio.

App: 0911

OE Capital Ventures LLC managed by OE Capital Partners



## Team Members

### Patrick O. Howard CEO

22 years of experience in the technology and financial sector, leading voice on the importance of Austrian Economics School of thought. Grounded experience in risk mitigation, long term capital flows, and market creation for businesses and investment. Experienced in all market sectors and business flow modeling. Has a love and passion for technology, innovation, systems flow and created the OERA™ software for OE Capital. Chiefly responsible for Capital Formation, portfolio structure, and deal execution.

### Cristina Cason

#### Deal Structure and Profitability

Self made entrepreneur, trained forensic accountant and profitability specialist, responsible for all company financial due diligence, capital projections, and over all fund profitability.

### Dovile Soblinskas

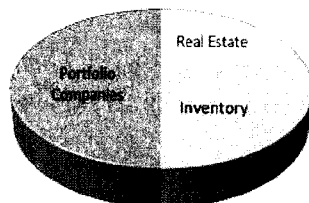
#### Business Development

Experienced project planner and financial consultant. Focused on efficiency systems and market opportunity for deal flow acquisition. Keyed in on relationship building for internal company expansion, marketing, and investor satisfaction.

## Contact

OE Capital Partners  
1700 Pacific, Suite 3680  
Dallas, TX 75201  
(214) 432 - 8277  
Dovile@oecapitalpartners.com  
www.OEcapitalpartners.com

## Portfolio Management Strategy



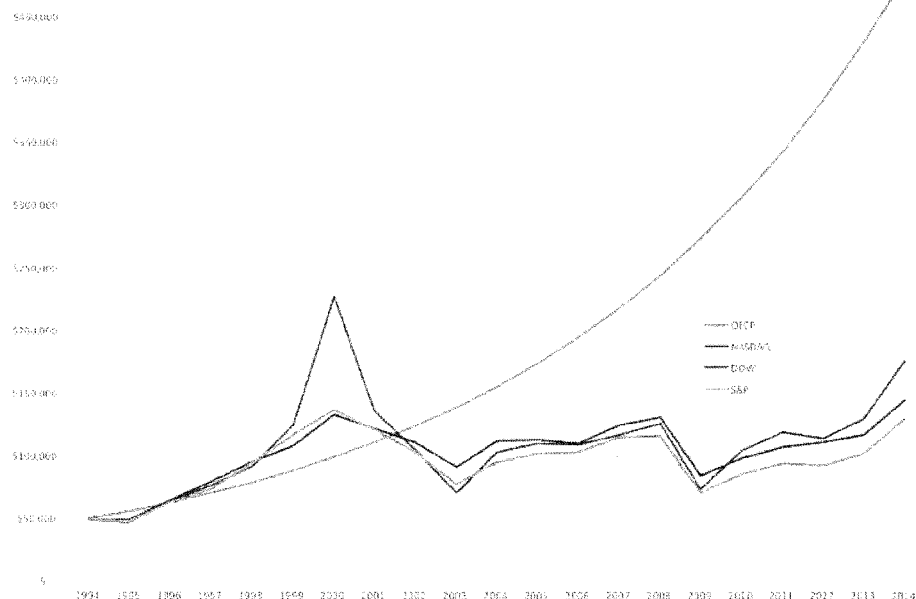
Our portfolio investment strategy distributes investment funds into portfolio companies, secured inventory assets and stop loss real estate to achieve a dynamic approach for growth.

The purchase of this membership is a speculative investment. However, the Company is mitigating the risk involved, the minimum preferred return and principal with milestone funding, stop loss, and insurance based assets. While this should not be considered a guarantee, the company seeks to separate the risk of the underlying assets, from the return of the investor. Each prospective investor for the membership should carefully read the Memorandum and all Exhibits. EACH PROSPECTIVE INVESTOR SHOULD CONSULT WITH HIS/HER/ITS ATTORNEYS, ACCOUNTANTS AND BUSINESS ADVISERS PRIOR TO MAKING AN INVESTMENT.

EXHIBIT 4

BUILDING STRATEGIC INVESTMENT OPPORTUNITIES  
THROUGH THE PROLIFERATION OF  
HUMAN CAPITAL, TECHNOLOGY, AND RELATIONSHIPS.

## OE Advantage over Public Markets



	OECP	DOW	S&P 500	Nasdaq
<b>Total Net Growth</b>	<b>\$ 432,315</b>	<b>\$ 94,427</b>	<b>\$ 129,600</b>	<b>\$ 175,895</b>
<b>Total Avg % Growth per Year</b>	<b>12.00%</b>	<b>5.45%</b>	<b>4.88%</b>	<b>6.49%</b>
<b>Mkt Average Annual Mgmt Fee %</b>	<b>0%</b>	<b>2%</b>	<b>2%</b>	<b>2%</b>
<b>Total Mgmt Fees Paid</b>	<b>\$ -</b>	<b>\$ 41,184</b>	<b>\$ 38,053</b>	<b>\$ 42,905</b>

Historical Performance Data compiled from Dow Jones Industrial Average, the S&P 500 and the NASDAQ. OECP (OE Capital Partners) growth is shown at the minimum preferred return of 12% projected into the past, not actual data.

## Acceptable Forms of Investment

**Qualified** plans are designed to offer individuals added tax benefits on top of their regular retirement plans, such as IRAs. Employers deduct an allowable portion of pretax wages from the employees, and the contributions and the earnings then grow tax-deferred until withdrawal.

**Non-qualified** plans are those that are not eligible for tax-deferral benefits. Consequently, deducted contributions for non-qualified plans are taxed when income is recognized. This generally refers to when employees must pay income taxes on benefits associated with their employment. Cash, savings, and any funds that are post-tax.

## Glossary of Terms

**Debt** – money that is owed or due.

**Guarantee** – A surety, surety bond or guaranty, in finance, is a promise by one party to assume responsibility for the debt obligation of a borrower if that borrower defaults. The person or company that provides this promise, is also known as a surety or guarantee.

**Management Fee** – is the cost of having your assets professionally managed. The fee pays other people to select which securities your money (along with that of the other investors in the fund) is invested into, to do all the paperwork needed and to provide information about the fund's holdings and performance regardless of the assets performance.

**OERA™** – Optimal Ecosystem Risk Adjustor, a discipline that assesses liquidity risks using regression analysis and matrix models. It applies mathematics and behavioral economics to analyze and adjust in real time the financial risks of a defined portfolio.

**Portfolio of Investments** – A grouping of financial assets including, privately held companies, stop-loss assets, and other types of securities. Portfolios are held directly by investors and/or managed by financial professionals.

**Preferred Return** – The initial returns due to the investors prior to any other distributions off of top line revenues from portfolio.

**Private Equity** – Equity capital that is not quoted on a public exchange. Private equity consists of investors and funds that make investments directly into private companies or conduct buyouts of public companies that result in a delisting of public equity. Capital for private equity is raised from retail and institutional investors, and can be used to fund new technologies, expand working capital within an existing company, make acquisitions, or to strengthen a balance sheet.

OE Capital Ventures LLC managed by OE Capital Partners

App 0912



*2016 Quarter 1 – Portfolio Overview*

All provided information is strictly confidential and may not be shared with outside or unintended parties. All projections and anticipated dollars have been generated from company provided data through the modeling system OERA, intellectual property of OE Capital Partners, LLC. All figures, outcomes, and representations are planned and **not guaranteed** by OE Capital Partners. The Portfolio Overview is provided to disclose the makeup of portfolio companies and intended performance.

The below contracts assume a 3 year exit strategy but understand that event exits would depend on individual contracts, risk factors, and timing of such exits (merger, acquisitions, buyouts) and may be unrelated to the preferred return of investment capital. OE portfolio is managed to average across portfolio companies.

**OE Portfolio Companies**



Company: **WHRZT!**

Synopsis:

A security and location based services developer offering a first to market solution for unserved or under-served markets. Owns a proprietary Multi-Platform Location (MPL) tracking technology combining wireless technologies to provide the most accurate, sensitive and fastest alerting system available. Focused on 3 key markets identified and research: Chain of Custody security, Utility Trailers/Mid-Range Assets, and inventory accountability. Initial funding will be for production launch and back order fulfillment.

Founder Highlight:

**Jim Nalley - CEO & Founder**

Experienced Start up Director and Entrepreneur, 8 years as USA Army Captain in Missile Defense, 5 years at Alcatel Lucent, youngest senior director. First start up, Goodman Networks, 2001-2006, took company from zero to \$135mm, Emfinders, 2007-2012 sold to Liberty Media, 2014 Whrzt! inception, holds multiple patents.

**Gary Menees - COO**

Wireless Veteran, EVP & VP of Sales Fortune 500 Company, VP of Business Development, Consultant to CEO's, Member of several start up management teams, experience in launching products in the wireless industry.



Company: **TU**

**UNSTOPPABLE**

Synopsis:

A patented water bottle created specifically for runners. Has a creative and sleek design that solves the problem of hydration while running, training or walking. A creative product with a lot of demand in a market place is being paired with an electrolyte formula. Marketing contracts are in place. Potential to break through as a sporting goods brand name. Initial funding would be for inventory and marketing launch.

Founder Highlights:

**John Hobbs – Founder & CEO**

John R. Hobbs is an entrepreneur, author, marathon runner, and inventor of TU, Inc. He has over 10 years in the fitness industry. Hobbs sought to create a simple and easy to use product to achieve an athlete's fitness goal faster and easier. It is set to launch in March 2016.

**App. 0913**



Company: **Future Products of America**

Synopsis:

FPoA is a partnership opportunity between OE Capital Partners and an inventors engineering company to launch American invented products into mainstream retail. This is a very lucrative opportunity that was requested by a national retailer to have access to innovative American products. The brand will launch separate from any retailer commitment and OE will be the capital force behind the FPoA inventory. Funding will be for licensing, secured inventory and marketing.

Founder Highlight:

**Rick Valderrama – CEO**

Began his career in the United States Air Force as a voice and data network engineer. After serving for eleven years, he was recruited by a Florida based Federal Contractor and asked to launch their IT Engineering Division in Tampa, FL. After years of success, overseeing the sales and engineering teams, he was asked to serve as the Vice President of Telephony Partners – a telecommunications master agency. In this role, Rick helped develop the organization into one of the most respected telecommunication agencies in the country. This is where his reputation was built as an authority in building successful indirect sales strategies and processes. Today, Rick is a Managing Partner alongside OE Capital Partners at Future Products of America, launching innovative products into retailers across the country.



Company: **RivaCare**

Synopsis:

RivaCare is a new approach to telehealth. They have combined advances in internet technology with a tightly-managed infrastructure to provide the consumer with a seamless, professional resource for modern healthcare. They have enlisted the finest telehealth provider in the market, MeMD, to supply on-demand access to physicians, at prices that respect the American consumer. Telehealth is brought to you by RivaCare Health and powered by MeMD. Together, they have created a healthcare highway with 24/7 access to medical professionals from your home computer or mobile device; wherever, whenever in the United States. RivaCare Health members eliminate 70% of their visits to an urgent care, doctor's office and the ER by accessing our resources with just a phone call or video connection. RivaCare is revenue generating and OE Capital Partner funding is applied to market expansion.

Founder Highlight:

**Dennis Duling - Co-Founder, CEO**

Dennis is a seasoned corporate operations professional, having spent over 26 years with Bank of America, Mazda, Nissan Motors and Kaiser Permanente. While primarily focused on senior IT management, Dennis also worked across lines to directly coordinate and support account management and business development. His expertise in business analytics, project and account management elevated him to a Director position with Kaiser.

**William Harcourt - Co- Founder, Strategy & Sales**

William has been building companies as an owner/entrepreneur and executive for the past thirty-five years. His longest tenure was nineteen years as the founder and CEO of ETI International. During that time, Will developed a ground-breaking program for training and placing long-term unemployment and welfare benefit receivers within the environmental remediation industry. His success in transitioning 10,000+ adults to permanent employment garnered recognition from local and state governments. A few years later, Will Harcourt engineered a turn-around for a defense contractor during Operation Enduring Freedom. During this time he pioneered the development of tactical lighting technology for ground and sea forces; and worked directly with the Pentagon, SOCOM and NAVSEA Crane. Will's history and diverse experience brings a wealth of knowledge to the team.

# OE CAPITAL PARTNERS



## ANNUAL REPORT

FY 2015

*Empowering businesses through empowered communities.*

**App. 0915**

## TABLE OF CONTENTS

### Contents

A letter to our Investors _____	1
Executive Summary _____	2
Asset-Based Valuation Methodology _____	4
Financial Positioning and Risk Analysis _____	6
Risk Coverage – Total Asset Based Valuation / Total Due to Investors _____	7
Investment Team - and the Look Ahead _____	8
Company Information _____	11
Independent Auditor's Report _____	12

## A LETTER TO OUR INVESTORS

### A letter to our Investors

March 15, 2016

Our inaugural report details the progress that occurred at OE Capital Partners. A true highlight of this report is the OE approach and how this method is resonating in a marketplace that is looking for alternative investment solutions.

In our first year, we've learned that while products are very important, it is the people within the companies that matter the most. OE Capital Partners is proud to have partnered up with innovators and entrepreneurs who have a proven track record of success. Our value proposition has attracted extremely talented entrepreneurs with proven records of achievement to ensure return to our investors.

Relationships matter to us, and we believe that building extraordinary value for our investors and innovators is the key to building lasting relations. It takes a lot of horsepower to build and maintain a venture capital company and we are proud to have taken this mission head on in 2015. OE Capital Partners has made a strategic decision from the outset not to charge management fees to its investors, instead, OE Capital Partners pays a return on 100% of the capital acquired from investors. This value, which may seem small, results in the OE investors truly being the first to get paid. Additionally to our human capital, OE Capital Partners has built and created a proprietary software system that delivers real-time reporting and valuation of our investments. Our software gives our investors an advantage of risk mitigation and tracking that is unmatched in the current market.

The success of any good organization depends strongly on its closely held beliefs and core values. At OE Capital Partners we strive to work with investors and companies that share in our core values. To that end, I wanted to take a moment to share our core values with you:

- Trustworthiness
- Work Ethic
- Intellect
- Integrity
- Excellence

With these core values as our roadmap, we are positioned to have a healthy growth rate in 2016 and will continue to attract the right strategic partners.

Again, thank you for your trust, and we look forward to a long a prosperous relationship.

Sincerely,



Patrick Howard  
CEO, OE Capital Partners



## EXECUTIVE SUMMARY

### Executive Summary

OE Capital Partners is pleased to release its first Annual Report for fiscal year ending December 31, 2015. This financial report is done in conjunction with DiLucci and DiLucci, Certified Public Accounts. Enclosed, as an appendix to this document, you will find a compilation that was completed for the fiscal year ending December 31, 2015. OE Capital Partners engaged DiLucci and DiLucci for a compilation of its books. A compilation is not an audit, and should not be seen as one. However, a compilation does ensure the proper direction of cash flows, and overall current financial positioning.

OE Capital Partners values transparency, therefore we have disclosed this compilation and accompanying report to showcase our internal practices with our investors. The following document contains a breakdown of their findings as it relates to the overall investment portfolio.

#### ASSET OWNERSHIP AND VALUATION METHODOLOGY

As an approach to mitigating the risk of our investments, OE Capital Partners takes ownership of the assets of the companies that it invests in on the behalf of its members. These assets include physical assets such as inventory, and equipment, but also include non-tangible assets, such as intellectual property, contracts with future values, and even trademarks.

Also, OE Capital Partners does not participate in vapor valuations, so it does not consider any assets that may not be monetized. With this in view, OE Capital Partners uses the "Asset Based" Valuation model to value a business that may be in its early revenue cycle. The liquidation value of the assets, in the event of a forfeiture event, gives OE Capital Partner a real value to compare against the overall liquidity at risk.

#### PORTFOLIO MANAGEMENT PHILOSOPHY

The OE portfolio management approach is not typical and differs from a traditional investment approach. Typical investment managers strive for capital appreciation of the value of the shares in which they are invested. This causes increased risk over time, especially when exposed to all of the factors that can cause fluctuations in the price of the share.

The OE Capital Partners investment portfolio is managed for sustainable consistent returns; mirroring the way a bank would manage its liquidity and growth profiles rather than the spikes and downturns experienced by traditional PE. We strive to provide a consistent portfolio returns and minimize risk in every deal through revenue capture eliminating extremely long illiquidity periods for investors.

## EXECUTIVE SUMMARY

### OE FINANCIAL TERMS AND DEFINITIONS

**Preferred Return** – Refers to the threshold return that the limited partners of a private equity fund must receive, prior to the PE firm receiving profits. OE Capital Partners' preferred return is set at 12% for an annual dividend. This return is facilitated by the revenue capture structure set up by OE Capital Partners so there is consistent income flow to investment fund.

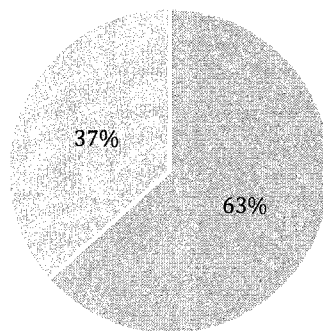
**3 Year Illiquidity Period** – is the duration of time that the principle of the investment is unavailable for liquidity.

**Quarterly Distribution** – OE Capital Partners contracts the annual preferred return as an option for income to overcome the 3 year illiquidity of the investment. The dividend is paid quarterly at a 3% rate of total funds invested and can be elected as income.

**Preferred Return on 100% of Capital Acquired** – OE Capital Partners does not charge any management fees to their investors. Typically, a management fee is a charge levied by an investment manager for managing an investment fund. The management fee is intended to compensate the managers for their time and expertise. It can also include other items such as investor relations expenses and the administration costs of the fund and is taken out of your investment principle. OE Capital Partners does use a portion of acquired capital for operating and administrative expenses however in keeping with the firm's philosophy, OE pays a return on 100% of the investment capital acquired; raising your overall performance over the 3 year illiquidity period.

### OVERALL FINANCIAL SUMMARY

#### Total Asset Based Valuation vs Capital Due to Investors



⊗ Total Asset Based Valuation    ⊙ Capital Received from Investors

OE Capital Partners has been fortunate to invest in several verticals in 2015. Companies funded and assets acquired are in the consumer good, technology, and healthcare verticals. Our Asset valuation, explained further in the sections below, is above the fair market value for our invested totals. Therefore, if OE Capital Partners were to liquidate today, the investment portfolio we would be able to pay back the principle investment and the preferred return displayed in the ratio of Liability versus Asset Allocation.

## ASSET-BASED VALUATION METHODOLOGY

### Asset-Based Valuation Methodology

Asset-based valuation is a compilation and dissection of all associated assets and liabilities that are used to determining the fair market value of a business. This process involves an analysis of the tangible and intangible, recorded and unrecorded assets in excess of outstanding liabilities which are used to determine their economic worth in relation to the market.

This approach closely mirrors the analysis of a traditional balance sheet but is unique in that it contains a record of all assets including those that are not recorded on a "cost-basis" perspective. Included in the asset-based valuation are products and services that are exclusive to that particular company that separate the business model from its competitors. Proprietary software, intellectual property, specific relationships, customer lists, etc. are all factored into the overall valuation of a business.

This method of analysis can be used to measure the liquidation value of company assets less the liabilities. This gives unique insight into the fair market value of the business versus the book value shown on the financial statements and can be used to derive a more accurate depiction of the total value of the company.

#### OF PORTFOLIO ASSET BASED VALUATIONS

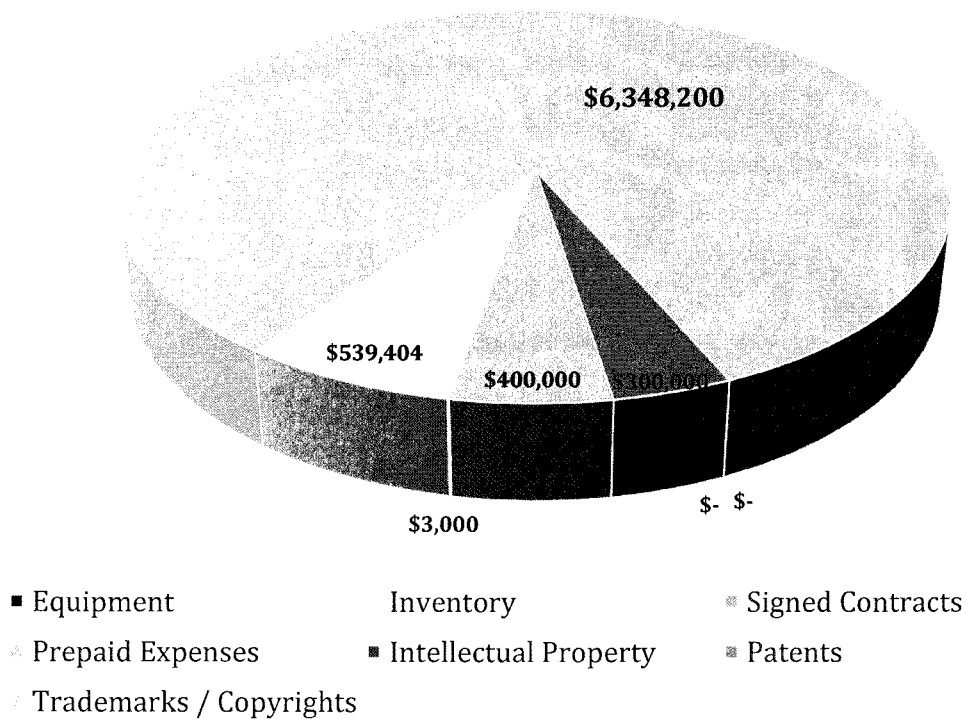
TANGIBLE ASSETS	DESCRIPTION
<b>Equipment</b>	Necessary items that are used by companies for purposes of operating.
<b>Inventory</b>	Complete listing of merchandise on hand, work in progress, raw materials, finished goods on hand, etc.
<b>Signed Contracts</b>	Written agreements between companies and their customers.
<b>Furniture</b>	Items that are intended for office use.
<b>Leases</b>	Contracts that include property, services, equipment, vehicles, etc.
<b>Vehicles</b>	Items that are leased or purchased for the business transportation purposes.
<b>Prepaid Expenses</b>	Costs that have been paid but have not been used up or expired.
<b>INTANGIBLE ASSETS</b>	
<b>Customer lists</b>	Previous buyers from a company. These lists are used to maintain business relationship and promote customer loyalty.
<b>Intellectual Property</b>	Designs or inventions that refer to the creations of ideas that are given a singular ownership to the party.
<b>Patents</b>	Exclusive right granted to an inventor for a specified period of time in exchange for detailed public disclosure of an invention.
<b>Trained Employees</b>	Workforce that has been specifically trained to operate, market, and sell products specific to a business
<b>Copyrights</b>	Law that grants the creators/inventors exclusive rights for its use and distribution.
<b>Trademarks</b>	Discernable sign, design, or expression related to the products or services of a particular source.

\*For Non-Disclosure purposes and to protect intellectual property and privacy rights, we have combined the total asset valuation for all companies into a summary view.

## ASSET-BASED VALUATION METHODOLOGY

### ASSET DISTRIBUTION

Asset Distribution



## FINANCIAL POSITIONING AND RISK ANALYSIS

### Financial Positioning and Risk Analysis

OE Capital Partners pays preferred return on 100% of all capital. While OE Capital has several risk mitigation strategies, the two that are applicable for this annual report are milestone funding and the assets backing the current valuations of these companies.

Financial Strength is represented at 1.74, giving OE Capital the capacity to return all principle plus preferred returns to investors if liquidated today. The total Asset Based Valuation is comprised of current assets, Total Due to Investors is based on Total Liabilities as December 31, 2015 Balance Sheet. *Please refer to the Compilation Report at the Addendum of this document for references to totals; these financial projections are also displayed in the Overall Financial Summary.*

Total Due to Investors [1]	\$4,371,859
Total Asset Based Valuation [2]	\$7,590,604
Preferred Annual Return	12%
Total Return – 3 Years Compounded	40%
Risk Score	1.74

\*\* All current assets represents all investor capital acquired.

**[1] Total Due to Investors** = Capital Received From Investors

- Can be found on Compilation Page 2 – Balance Sheet – Long Term Liabilities

**[2] Total Asset Based Valuation** = Total Current Asset Based Valuation

- Can be found on Annual Report Page 4 – OE Asset Based Valuation (All Companies)

## RISK COVERAGE – TOTAL ASSET BASED VALUATION / TOTAL DUE TO INVESTORS

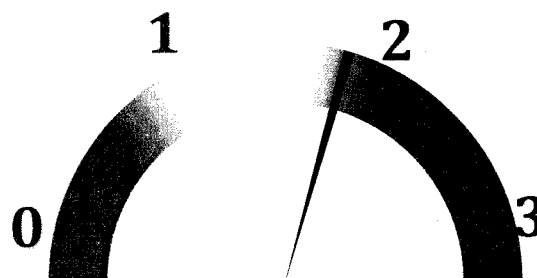
### Risk Coverage – Total Asset Based Valuation / Total Due to Investors

Asset Listing	Totals
Equipment	\$ 3,000
Inventory	\$ 539,404
Signed Contracts	\$ 6,348,200
Prepaid Expenses	\$ -
Intellectual Property	\$ -
Patents	\$ 300,000
Trademarks / Copyrights	\$ 400,000
<b>Total</b>	<b>\$ 7,590,604</b>

<b>Capital Acquired</b>	<b>\$ 4,371,859</b>
-------------------------	---------------------

<b>Risk Score</b>	<b>1.73624172</b>
-------------------	-------------------

OE Capital Partners Risk-Meter



Risk Coverage Score is 1.74, this represents amount of money available to investors in a liquidation event. Risk is relatively low when comparing Total Capital Acquired (\$4,371,859) to Total Asset Based Valuation (\$7,590,604).

## INVESTMENT TEAM - AND THE LOOK AHEAD

### Investment Team - and the Look Ahead



**Patrick Howard, Founder & CEO**

Strategic company development and growth. 20+ years of experience in information technology and systems development. Oversees and consults project companies on infrastructure scalability and development.

Dear Investor,

As we look ahead to the future, the possibilities for OE Capital Partners are truly unlimited. Our unique model and value proposition has allowed us to align ourselves with some of the top minds in the industry, without diluting our investors.

Through innovative models and the proliferation of technology, OE has positioned itself as more than a Venture Capital company, but as a centerpiece of an ecosystem. Partnering with companies that promote sound business acumen, drive real revenues and deliver real value to local economies. As an investor, you will have a front row seat to experience how the power of collaboration deliver returns to you.

Respectfully,



Patrick Howard



**Cristina Cason, Portfolio Profitability**

Financial Modeling and asset profitability on overall portfolio returns. Focuses on deal acquisition and portfolio expansion, all standardized banking procedures and portfolio operations.

Dear Investor,

Transparency is the guiding light for OE Capital Partners. We are committed to providing our investors with the most up to date and relevant information about their investment. As the current Director of Portfolio Operations, I hold all of our project companies to a high degree of excellence. Strategic budgets are used to monitor all funds, and our standard operating procedures require that we have viewing rights to all bank accounts. We use milestone funding to verify that project companies will comply with our standards. These operating procedures have created an atmosphere of trust and openness between OE Capital and our project companies.

## INVESTMENT TEAM - AND THE LOOK AHEAD

Our current Asset Based Valuation shows that even though OE Capital does not take on equity from project companies, we have been able to mitigate our risk substantially. Our team is operator focused, ensuring that all companies are performing according to plan.

I am looking forward to seeing our current portfolio companies grow, as well as source new deals to increase returns for our OE Investors.

Respectfully,



Cristina Cason



### **Dovile Soblinskas, Business Development**

Maximizes internal relationships and synergies in portfolio developments. Focus on investor relationships, market demands, and expansion strategies for portfolio growth.

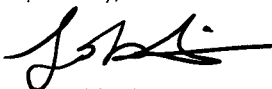
Dear Investor,

It is my honor to serve the members of the OE Capital Ventures as a part of the investment team. Our objective is to redefine the relationship of private capital in growth markets and to encourage, assist and promote revenue generation in early stage and pre-production companies. I see our fund, your engagement, and the livelihood of our portfolio companies coming together in a partnership for wealth creation.

Over the last decade there has been a dramatic change in the fabric of our country where we look to large corporations, political ideals, and governing bodies to drive the direction in our lives. Through the power of economics and true wealth generation, we at OE Capital Partners want to isolate the drastic effects of the global economy and focus our attention to local businesses and strategic partnerships to increase your ability to generate wealth for you and your family.

I look ahead in 2016 to deploy and effectively execute strategic initiatives and to grow the marketplace that we have created for the individual investor as well as our portfolio.

Respectfully,



Dovile Soblinskas



## INVESTMENT TEAM - AND THE LOOK AHEAD



### **Tracy Alexander, Asset Performance**

Product launch and performance specialist, focused on portfolio plan execution. Strategically placed as operations oversight in portfolio companies. Invaluable addition of direction and support to portfolio developments.

We at OE Capital Partners so appreciate that you have trusted us and invested in our unique approach. As the Director of Asset Performance I am committed to ensuring that the companies we invest in meet the financial milestones that result in the optimal return on your investment. By embedding an OE Capital Partners team member into each company's organization, we have a direct impact on their performance and results. We can quickly identify areas of opportunity and success and capitalize on both. Through my direct contact with each project company, I provide a project plan that generates expected revenue and overall leadership and direction for the company that result in a viable business that has a positive economic impact on their community.

It is my privilege to work with each company, knowing that I am supporting not only their success but yours as well. Thank you for your trust. I am excited about all that we will accomplish together in 2016.

Respectfully,



Tracy Alexander

## COMPANY INFORMATION

### Company Information

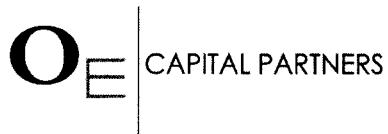
OE Capital Partners

1700 Pacific Ave., Suite 3680, Dallas, TX 75201

Tel 214 – 432 - 8277

[www.OECapitalPartners.com](http://www.OECapitalPartners.com)

Dovile@oecapitalpartners.com



## INDEPENDENT AUDITOR'S REPORT

### Independent Auditor's Report

Please find the attached PDF of an independent compilation report for 2015 compiled by DiLucci & DiLucci, Inc, certified public accountants.



6565 N. MacArthur Blvd  
Suite 225  
Irving, Texas 75039  
972.444.8401

To the Member of  
Optimal Economics Capital Partners, LLC  
1700 Pacific Avenue, Suite 3680  
Dallas, TX 75201

Independent Accountants' Compilation Report

Management is responsible for the accompanying financial statements of Optimal Economics Capital Partners, LLC, which comprise the balance sheet as of December 31, 2015, and the related statements of income and members' equity and cash flows from Inception (March 2, 2015) to December 31, 2015 in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA.) We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

Management has elected to omit substantially all the disclosures required by accounting principles generally accepted in the United States of America. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Company's financial position, results of operations, and cash flows. Accordingly, the financial statements are not designed for those who are not informed about such matters.

*DiLucci & DiLucci, Inc.*

Irving, Texas  
March 11, 2016

**OE CAPITAL PARTNERS, LLC**

Balance Sheet  
For the Year Ended December 31, 2015

**Assets**

Current Assets	
Cash	\$ 931,020
Capital for Operating Expenses	752,504
Total Current Assets	<u>1,683,524</u>
Noncurrent Assets	
Business Investments	<u>1,605,528</u>
Total Noncurrent Assets	<u>1,605,528</u>
Total Assets	<u><u>\$ 3,289,052</u></u>

**Liabilities and Equity**

Current Liabilities	
Preferred Returns Payable to Investors	\$ 3,072
Total Current Liabilities	<u>3,072</u>
Long Term Liabilities	
Capital Received From Investors	<u>4,371,859</u>
Total Long Term Liabilities	<u>4,371,859</u>
Equity	
Net Loss	<u>(1,085,879)</u>
Total Equity	<u>(1,085,879)</u>
Total Liabilities and Equity	<u><u>\$ 3,289,052</u></u>

See Independent Accountants' Compilation Report

**OE CAPITAL PARTNERS, LLC**

**Income Statement**

From Inception (March 2, 2015) to December 31, 2015

**Revenue**

Consulting Fees	\$ 8,125
Total Revenue	<u>8,125</u>

**Expenses**

Commissions & Fees	108,097
Contract Labor	165,450
Interest Expense	30,000
Investor Fee Rebates	130,749
Overhead Expenses	516,584
Preferred Returns Paid to Investors	63,012
Reimbursement of Consulting Fees	8,125
Rent	<u>71,988</u>
Total Operating Expenses	<u>1,094,004</u>

**Net Loss**

\$ (1,085,879)

See Independent Accountants' Compilation Report

**OE CAPITAL PARTNERS, LLC**

Statement of Member's Equity  
From Inception (March 2, 2015) to December 31, 2015

Retained Earnings, beginning of year	\$ -
Distributions to Member	-
Net Loss	<u>(1,085,879)</u>
Retained Earnings, end of year	<u>\$ (1,085,879)</u>

See Independent Accountants' Compilation Report

**OE CAPITAL PARTNERS, LLC**Statement of Cash Flows  
From Inception (March 2, 2015) to December 31, 2015

## Cash Flows from Operating Activities:

Net Loss	\$ (1,085,879)
Adjustments to reconcile net income to net cash provided by operating activities:	
Capital for Operating Expenses	(752,504)
Preferred Returns Payable to Investors	<u>3,072</u>
Net Cash Used by Operating Activities	<u>(1,835,311)</u>

## Cash Flows from Financing Activities:

Capital Received From Investors	4,371,859
Business Investments	<u>(1,605,528)</u>
Net Cash Provided by Financing Activities	<u>2,766,331</u>
<b>Net Increase in Cash</b>	<u>931,020</u>

Cash, beginning of year	<u>-</u>
Cash, end of year	<u><u>\$ 931,020</u></u>

See Independent Accountants' Compilation Report



Confidential Subscription Agreement • Regulation D Rule 506(b)

## Subscription Agreement

**OE Capital Ventures LLC**  
**Member of OE Capital Partners**  
1700 Pacific Ave  
Suite 3680  
Dallas, Texas 75201  
**Updated: January 2016**

**OE Capital Partners** (the manager of OE Capital Ventures LLC):

You have informed the undersigned (the "Purchaser") that OE Capital Ventures LLC, a Texas corporation, (the "Company") wishes to raise investment capital from various persons by selling Series A Individual Preferred Membership at a Minimum Capital Account Balance price of One Dollar (\$50,000.00) per membership.

I have received, read, and understand the Limited Offering Memorandum dated January 1st, 2016 (the "Memorandum"). I further understand that my rights and responsibilities as a Purchaser will be governed by the terms and conditions of this Subscription Agreement, the Memorandum and the Preferred Limited Member Agreement of the Company. I understand that you will rely on the following information to confirm that I am a qualified investor, as defined in Regulation D promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and that I am qualified to be a Purchaser.

This Subscription Agreement is one of a number of such subscriptions for OE Capital Ventures LLC membership. By signing this Subscription Agreement, I offer to purchase and subscribe from the Company the minimum account balance set forth below on the terms specified herein. The Company reserves the right, in its complete discretion, to reject any subscription offer. If this offer is accepted, the Company will execute a copy of this Subscription Agreement and return it to me. I understand that commencing on the date of this Memorandum all funds received by the Company in full payment of subscriptions for membership will be deposited in the Company Operating Account by wire transfer as follows:

CAPITAL ACCOUNT BALANCE: \$ \_\_\_\_\_

Bank:	Green Bank
Bank Address:	2408 Cedar Springs Rd, Dallas, TX 75201
ABA Number:	113024164
Beneficiary:	OE Capital Ventures LLC
Account Number:	5501102965
Instructions:	Series A Preferred Individual Membership

Confidential Subscription Agreement • Regulation D Rule 506(b)

1. Accredited Investor. I am an Accredited Investor because I qualify within one of the following categories:

Please Check The Appropriate Category

\_\_\_\_\_ \$1,000,000 Net Worth.

A natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase exceeds \$1,000,000 excluding the value of the primary residence of such natural person.

\_\_\_\_\_ \$200,000/\$300,000 Income.

A natural person who had an individual income in excess of \$200,000 (including contributions to qualified employee benefit plans) or joint income with such person's spouse in excess of \$300,000 per year in each of the two most recent years and who reasonably expects to attain the same individual or joint levels of income (including such contributions) in the current year.

\_\_\_\_\_ Director or Officer of Issuer. Any director or executive officer of the Company.

\_\_\_\_\_ All Equity Owners In Entity Are Accredited.

An entity, (i.e. corporation, partnership, trust, IRA, etc.) in which all of the equity owners are Accredited Investors as defined herein.

\_\_\_\_\_ Corporation.

A corporation not formed for the specific purpose of acquiring the membership offered, with total assets in excess of \$5,000,000.

\_\_\_\_\_ Other Accredited Investor.

Any natural person or entity which qualifies as an Accredited Investor pursuant to Rule 501(a) of Regulation D promulgated under the Act; specify basis for qualification:

\_\_\_\_\_

\_\_\_\_\_  
Purchaser's Initials

Confidential Subscription Agreement • Regulation D Rule 506(b)

2. Representations and Warranties. I represent and warrant to the Company that:

(A) I (i) have adequate means of providing for my current needs and possible contingencies and I have no need for liquidity of my investment in Series A Individual Preferred Membership, (ii) can bear the economic risk of losing the entire amount of my investment, and (iii) have such knowledge and experience that I am capable of evaluating the relative risks and merits of this investment; (iv) the purchase of Preferred Membership is consistent, in both nature and amount, with my overall investment program and financial condition.

(B) The address set forth below is my true and correct residence, and I have no intention of becoming a resident of any other state or jurisdiction.

(C) I have not utilized the services of a "Purchaser Representative" (as defined in Regulation D promulgated under the Securities Act) because I am a sophisticated, experienced investor, capable of determining and understanding the risks and merits of this investment.

\_\_\_\_\_  
Purchaser's Initials

(D) I have received and read, and am familiar with the Offering Documents, including the Memorandum, Subscription Agreement, and Partnership Agreement of the Company. All documents, records and books pertaining to the Company and the Units requested by me, including all pertinent records of the Company, financial and otherwise, have been made available or delivered to me.

(E) I have had the opportunity to ask questions of and receive answers from the Company's officers and representatives concerning the Company's affairs generally and the terms and conditions of my proposed investment in the Series A Individual Preferred Membership.

(F) I understand the risks implicit in the business of the Company. Among other things, I understand that there can be no assurance that the Company will be successful in obtaining the funds necessary for its success. If only a fraction of the maximum amount of the Offering is raised, the Company may not be able to expand as rapidly as anticipated, and proceeds from this Offering may not be sufficient for the Company's long term needs.

(G) Other than as set forth in the Memorandum, no person or entity has made any representation or warranty whatsoever with respect to any matter or thing concerning the Company and this Offering, and I am purchasing the Series A Individual Preferred Membership based solely upon my own investigation and evaluation.

Confidential Subscription Agreement • Regulation D Rule 506(b)

(H) I understand that no Series A Individual Preferred Membership have been registered under the Securities Act, nor have they been registered pursuant to the provisions of the securities or other laws of applicable jurisdictions.

(I) The Series A Individual Preferred Membership for which I subscribe is being acquired solely for my own account, for investment and are not being purchased with a view to or for their resale or distribution. In order to induce the Company to sell preferred membership to me, the Company will have no obligation to recognize the ownership, beneficial or otherwise, of the membership by anyone but me.

(J) I am aware of the following:

- (i) Series A Individual Preferred Membership is a speculative investment which involves a high degree of risk; and
- (ii) My investment is not readily transferable; it may not be possible for me to liquidate my investment.
- (iii) The financial statements of the Company have merely been compiled, and have not been reviewed or audited.
- (iv) There are substantial restrictions on the transferability of the Series A Individual Preferred Membership registered under the Securities Act; and
- (v) No federal or state agency has made any finding or determination as to the fairness of the Series A Individual Preferred Membership for public investment nor any recommendation or endorsement of the membership;

\_\_\_\_\_  
Purchaser's Initials

(K) Except as set forth in the Memorandum, none of the following information has ever been represented, guaranteed, or warranted to me expressly or by implication, by any broker, the Company, or agents or employees of the foregoing, or by any other person:

- (i) The appropriate or exact length of time that I will be required to hold the Series A Individual Preferred Membership;

Confidential Subscription Agreement • Regulation D Rule 506(b)

- (ii) The percentage of profit and/or amount or type of consideration, profit, or loss to be realized, if any, as a result of an investment in the Series A Individual Preferred Membership;
- (iii) That the past performance or experience of the Company, or associates, agents, affiliates, or employees of the Company or any other person, will in any way indicate or predict economic results in connection with the purchase of Series A Individual Preferred Membership;
- (iv) The amount of dividends or distributions that the Company will make;

(L) I have not distributed the Memorandum to anyone, no other person has used the Memorandum, and I have made no copies of the Memorandum; and

(M) I hereby agree to indemnify and hold harmless the Company, its managers, directors, and representatives from and against any and all liability, damage, cost or expense, including reasonable attorneys fees, incurred on account of or arising out of:

- (i) Any inaccuracy in the declarations, representations, and warranties set forth above;
- (ii) The disposition of any of the Series A Individual Preferred Memberships by me which is contrary to the foregoing declarations, representations, and warranties; and
- (iii) Any action, suit or proceeding based upon (1) the claim that said declarations, representations, or warranties were inaccurate or misleading or otherwise cause for obtaining damages or redress from the Company; or (2) the disposition of any of the membership.

(N) By entering into this Subscription Agreement, I acknowledge that the Company is relying on the truth and accuracy of my representations.

The foregoing representation and warranties are true and accurate as of the date hereof, shall be true and accurate as of the date of the delivery of the funds to the Company and shall survive such delivery. If, in any respect, such representations and warranties are not true and accurate prior to delivery of the funds, I will give written notice of the fact to the Company, specifying which representations and warranties are not true and accurate and the reasons therefor.

\_\_\_\_\_  
Purchaser's Initials

Confidential Subscription Agreement • Regulation D Rule 506(b)

3. Transferability. I understand that I may sell or otherwise transfer my Series A Individual Preferred Membership only if registered under the Securities Act or I provide the Company with an opinion of counsel acceptable to the Company to the effect that such sale or other transfer may be made in absence of registration under the Securities Act. I have no right to cause the Company to register the Series A Individual Preferred Memberships. Any certificates or other documents representing my membership will contain a restrictive legend reflecting this restriction, and stop transfer instructions will apply to my membership.

4. Indemnification. I understand the meaning and legal consequences of the representations and warranties contained in Paragraph 2 hereof, and I will indemnify and hold harmless the Company, its officers, directors, and representatives involved in the offer or sale of the Series A Individual Preferred Membership to me, as well as each of the managers and representatives, employees and agents and other controlling persons of each of them, from and against any and all loss, damage or liability due to or arising out of a breach of any representation or warranty of mine contained in this Subscription Agreement.

5. Revocation. I will not cancel, terminate or revoke this Subscription Agreement or any agreement made by me hereunder and this Subscription Agreement shall survive my death or disability.

6. Termination of Agreement. If this subscription is rejected by the Company, then this Subscription Agreement shall be null and void and of no further force and effect, no party shall have any rights against any other party hereunder, and the Company shall promptly return to me the funds delivered with this Subscription Agreement.

7. Miscellaneous.

(a) This Subscription Agreement shall be governed by and construed in accordance with the substantive law of the State of Texas.

(b) This Subscription Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and may be amended only in writing and executed by all parties.

(c) By Purchasing the Series A Individual Preferred Membership in OE Capital Ventures LLC I hereby agree to the terms and provisions of the Operating Agreement of the LLC – as included in this Memorandum as Exhibit B. I have hereby read and understand the Operating Agreement and understand how an LLC functions as a corporate entity.

\_\_\_\_\_  
Purchaser's Initials

**App. 0939**

Confidential Subscription Agreement • Regulation D Rule 506(b)

8. Ownership Information. Please print here the total amount of Series A Individual Preferred Membership to be purchased, and the exact name(s) in which the membership will be registered under.

Purchased Capital Account Balance: \_\_\_\_\_

Name(s): \_\_\_\_\_

\_\_\_\_\_ Single Person

\_\_\_\_\_ Husband and Wife, as community property

\_\_\_\_\_ Joint Tenants (with right of survivorship)

\_\_\_\_\_ Tenants in Common

\_\_\_\_\_ A Married Person as separate property

\_\_\_\_\_ Corporation or other organization

\_\_\_\_\_ A Partnership

\_\_\_\_\_ Trust

\_\_\_\_\_ IRA

\_\_\_\_\_ Tax-Qualified Retirement Plan

(i) Trustee(s)/ Custodian \_\_\_\_\_

(ii) Trust Date \_\_\_\_\_

(iii) Name of Trust \_\_\_\_\_

(iv) For the Benefit of \_\_\_\_\_

\_\_\_\_\_ Other: \_\_\_\_\_

(please explain)

Social Security or Tax I.D.#: \_\_\_\_\_

\_\_\_\_\_  
Purchaser's Initials

Confidential Subscription Agreement • Regulation D Rule 506(b)

Residence Address:

\_\_\_\_\_

Street Address

\_\_\_\_\_

City

State

Zip

Primary Email: \_\_\_\_\_

Phone Numbers:

Cell: (\_\_\_\_) \_\_\_\_\_

Business: (\_\_\_\_) \_\_\_\_\_

Facsimile: (\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_  
Purchaser's Initials

9. Date and Signatures. Dated \_\_\_\_\_, 2016.

**Signatures**

**Purchaser Name (Print)**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Each co-owner or joint owner must sign - Names must be signed exactly as listed under "Purchaser Name")

**ACCEPTED:**

OE Capital Partners

By: \_\_\_\_\_

Dated: \_\_\_\_\_, 2016

Patrick Howard

Manager



**PARTNERSHIP AGREEMENT OF**

**OE Capital Partners**

1700 Pacific, Suite 3680

Dallas, TX 75201

January 2016

## TABLE OF CONTENTS

ARTICLE I DEFINITIONS .....	
1	
1.1 Terms Defined. ....	1
1.2 Number and Gender. ....	3
ARTICLE II GENERAL .....	
3	
2.1 Formation. ....	3
2.2 Name. ....	3
2.3 Principal Place of Business; Registered Office; Registered Agent. ....	3
2.4 Purposes. ....	4
2.5 Term. ....	4
ARTICLE III CAPITAL CONTRIBUTIONS - PREFERRED INFLUX LIMITED MEMBERS	4
3.1 Initial Capital Contributions. ....	4
3.2 Additional Capital Contributions. ....	4
3.3 Capital Accounts. ....	4
3.5 Preferred Limited Member. ....	5
3.6 Other Matters Relating to Capital Contributions. ....	5
3.7 Deficit Capital Account Balances. ....	6
3.8 Preferred Influx Limited Members. ....	6
ARTICLE IV RIGHTS AND POWERS OF THE PARTNERSHIP .....	
6	
4.1 Duties of The Partnership .....	6
4.2 Illustrative Rights and Powers. ....	6
4.3 Management of the Partnership .....	7
4.4 Payment of Costs and Expenses. ....	7
4.5 Exercise of Rights and Powers. ....	7
4.6 Compensation. ....	7
4.7 Liability. ....	8
4.8 Indemnification. ....	8
4.9 Tax Matters Partner. ....	8
ARTICLE V PREFERRED INFLUX LIMITED MEMBER MATTERS .....	
10	
5.1 Limitation of Liability. ....	10
5.2 Management. ....	10
5.3 Consents. ....	10
5.4 Power of Attorney. ....	10
5.5 Death, Bankruptcy, Etc. ....	11