

**IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

SECURITIES AND EXCHANGE)	
COMMISSION,)	
)	
PLAINTIFF,)	
)	
v.)	Civil Action No. 3:17CV-420- L
)	
)	
PATRICK O. HOWARD;)	
HOWARD CAPITAL HOLDINGS, LLC;)	
AND OPTIMAL ECONOMICS CAPITAL)	
PARTNERS, LLC,)	
)	
DEFENDANTS.)	

UNOPPOSED MOTION TO APPROVE WHRZT, INC.’S OFFER

W. Craig Stokley, the Receiver appointed by the Court in these proceedings, files this Unopposed Motion to Approve WHRTZ, Inc.’s Offer and, in support, would respectfully show the Court as follows:

1. The Order Appointing Receiver issued by this Court on February 14, 2017 [Dkt. 10] provides in Paragraph 37 that the “Receiver may, without further Order of this Court, transfer, compromise, or otherwise dispose of any Receivership Property, other than real estate, in the ordinary course of business, on terms and in the manner the Receiver deems most beneficial to the Receivership Estate, and with due regard to the realization of the true and proper value of such Receivership Property.”

2. As detailed in the Receiver’s Initial Status Report filed on March 17, 2017 [Dkt. 40], the Receiver has been in discussions with a “portfolio” company named WHRZT, Inc. to renegotiate Optimal Economics Capital Partners, LLC’s business arrangement with WHRZT, Inc. The result of that negotiation has culminated in the offer from WHRZT, Inc. identified in **Exhibit**

A and incorporated by reference as if fully set forth here. Because the transaction is or may be outside of the ordinary course of business, the Receiver seeks approval of the Court to enter into agreements consistent with the terms identified in **Exhibit A**. Accordingly, the Receiver files this unopposed motion to approve the offer.

WHEREFORE, PREMISES CONSIDERED, the Receiver requests that upon final consideration of this Unopposed Motion that the Court enter the proposed *Order Approving WHRTZ, Inc.'s Offer* and for such other and further relief, general or special, at law or in equity, to which the Receiver may show himself justly entitled.

Dated: March 23, 2017.

Respectfully submitted,



KIMBERLY M. J. SIMS

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ATTORNEYS FOR RECEIVER

CERTIFICATE OF CONFERENCE

On March 22 and 23, 2017, the Receiver conferred with Timothy S. McCole, counsel for the United States Securities and Exchange Commission and Phil Bezanson of Bracewell LLP, counsel for Defendant Patrick O. Howard, about the content of this Motion. Counsel advised me that they are unopposed to the Motion.



KIMBERLY M.J. SIMS

CERTIFICATE OF SERVICE

On March 23, 2017, I electronically filed the Receiver's Unopposed Motion to Modify and Clarify Order Appointing Receiver via the Court's CM/ECF filing system, which will send a notice of electronic filing to all CM/ECF participants. I further certify that I served a true and correct copy of the foregoing document and the notice of electronic filing via UPS and electronic mail on all non-CM/ECF parties and/or their counsel.



KIMBERLY M.J. SIMS