

**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.)	

RECEIVER’S APPENDIX IN SUPPORT OF
MOTION TO SHOW CAUSE

Receiver W. Craig Stokley (“Receiver”), by and through the undersigned counsel, respectfully files this Appendix in Support of his Motion to Show Cause (the “Motion”), which is filed concurrently herewith, and incorporates the evidence presented in this Appendix into the Motion as if fully set forth therein.

Respectfully submitted,



KIMBERLY M. J. SIMS

State Bar No. 24046167

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PALTER STOKLEY SIMS PLLC

8115 Preston Rd., Suite 600

Dallas, Texas 75225

Telephone: (214) 888-3106

Facsimile: (214) 888-3109

**ATTORNEY FOR RECEIVER
W. CRAIG STOKLEY**

CERTIFICATE OF SERVICE

On April 19, 2017, I electronically filed the Receiver's Motion to Show Cause, Brief in Support, and Appendix 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. I further certify that this Receiver's Motion to Show Cause, Brief in Support, and Appendix will be served on Dovile Soblinskas (through counsel), Christine Horne, and Ron Scherer, and once service is complete, a notice containing proof of service will be filed with the Court.



KIMBERLY M.J. SIMS

**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.

RECEIVER'S APPENDIX IN SUPPORT OF
MOTION TO SHOW CAUSE

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Civil Action No. 3:17CV-420- L

AFFIDAVIT OF ANDREA VENEZIO

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

1. “My name is Andrea Venezia. I am over the age of eighteen (18) years, of sound mind and capable of making this Affidavit. I provided investment funds to Patrick Howard and Optimal Economics Capital Partners, LLC.

2. “On Saturday, April 8, 2017, I received the email attached as **Exhibit A-1**, which is a true and correct copy of the original. I forwarded this email to the Receiver on Monday, April 10, 2017.

3. “On April 10, 2017, I received the email attached as **Exhibit A-2**, which is a true and correct copy of the original. The email scheduled a conference call to be held at 4:00 p.m. the following day. I called in to the number provided for the call. The call host was delayed 15 minutes in calling in. During the delay, several of the people who called in were speaking, and the following

statements were made: in a prior calls Dovile was asking the investors to ‘gather their funds to hire legal representation to remove the Receiver’; Ron Scherer (“Ron”) spoke and said that he had legal documents that showed the SEC had cleared OE Capital Partners of all fraud charges and any accusations that OE Capital Partners was a Ponzi scheme, and there was no reason to have a receiver involved in light of these findings by the SEC. Ron did not state that he was a former employee of OE Capital Partners, he stated loudly that he was an investor, and held himself out exclusively as an investor. When the host of the call arrived, it was Dovile Soblinskas. Ms. Soblinskas explained that she had received the Receiver’s notice that she was in contempt of Court, she was considering how to proceed, and stated that she was only involved because she is an investor before ending the call relatively quickly. Ms. Soblinskas went on to state that she “strongly advises the call participants to review the document she forwarded from the oecapitalpartnersinvestors@gmail.com address regarding the ‘true’ valuations” contained in the attachment to the email sent on April 11, 2017 referenced in paragraph 4 below.

4. Prior to the conference call referenced above on April 11, 2017, I received the email and attachment which is attached to this affidavit as **Exhibit A-3**, which is a true and correct copy of the original.

5. On April 12, 2017, I received the email which is attached to this affidavit as **Exhibit A-4**, which is a true and correct copy of the original.

6. “On April 13, 2017, I received the text messages from Dovile Soblinskas attached as **Exhibit A-5**, which are true and correct copies of the originals. On April 13, 2017, I also received the voicemail from Dovile Soblinskas which has been transcribed as **Exhibit A-6**. The words contained in the transcription are the same as the words left by Dovile Soblinskas in her voicemail to me.

7. **Exhibit A-7** to this affidavit is a true and correct copy of a text message string that I participated in with Patrick Howard between April 8, 2017 and April 12, 2017.

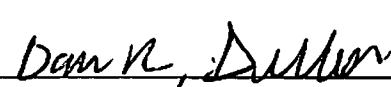
8. **Exhibit A-8** to this affidavit is a true and correct copy of a text message string that I participated in with Patrick Howard on April 13, 2017.

FURTHER, AFFIANT SAYETH NOT.

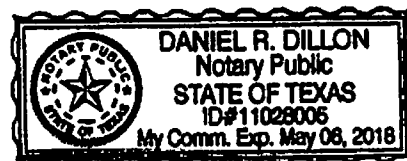
By: 

ANDREA VENEZIO

SUBSCRIBED AND SWORN TO BEFORE ME by Andrea Venezio on this the 17 day of April, 2017, to certify which witness my hand and seal of office.


Notary Public-State of Texas

My Commission Expires: MAY 06, 2018



From: OE Investor <oecapitalpartnersinvestors@gmail.com>
Sent: Saturday, April 08, 2017 9:59 AM
To: OE Investor
Subject: VERY IMPORTANT: Regarding OE Capital Partners Investment

We are reaching out to you as a fellow investor in OE Capital Partners. As you may or may not be aware, there have been unsettling developments at OE Capital Partners in the recent month that effect all of us as investors.

IMPORTANT NOTIFICATION: While this letter is a little lengthy, please read to the end so that you understand the issues, and can participate in preserving our/your investment with an appropriate response. PLEASE NOTE email and phone communication information in middle letter.

OE Capital Partners has been working and cooperating with the SEC for over a year to be transparent about their business practices and investments.

Due to the nontraditional revenue based financing model, communication error, and some formation document inconsistencies and incorrect disclosures the SEC's receiver has decided to take action to shut down OE Capital Partners.

OE has been charged with certain violations of the law, and with not being fully compliant in their original PPM (private placement memorandum). OE is also charged with statement fraud, which refers to noncompliant disclosures, that the SEC views, make us the investors perceive information in a fraudulent way.

The OE Capital team has become fully aware of mistakes in the reporting materials. However, this is a clerical error, and while it cannot be remedied for past reports, can easily be remedied for all future reports.

For these reasons the SEC has:

- ✓ Placed the firm under receivership

- ✓ Is closing/ liquidating the investment fund

Even though OE Capital Partners:

- Holds true investments in real companies
- With stock certificates
- Royalty revenue contracts
- Owns inventory

This means that the staff which have been working with our money and investing in companies are no longer allowed to participate, manage our money or the investment projects, or even communicate with us. The receiver that has been put in place to manage our investments has not informed the OE investors that he has been appointed, and has taken actions in the receivership estate without considering input from the OE investors.

The SEC has appointed a receiver, Attorney Craig Stokley, who has no background in investments, private markets or accounting. I am writing to you let you know that Craig Stokley fired OE Capital attorneys so we (OE Capital Investors) went in front of a judge without representation. In his statements to the court, Craig Stokely has said that there IS VALUE in OE investments in stock certificates, revenue based contracts, and inventory. However, he views his job as a liquidator and is renegotiating contracts that have a potential to harm us and our investment if not done properly. He does not seem to place value on any potential upside to any contracts we own and is ok with renegotiating pennies on the dollar.

Furthermore, the contracts he has been trying to renegotiate are harming all investors, clearly revealing his lack of understanding in the investment arena. He has refused any input from Patrick Howard (OE's founding President and CEO) in these renegotiations.

This comes as a shock to us the investors, as it also came to OE Capital Partners. The SEC served the receivership order in an ex parte fashion – this means that our attorneys did not know this was happening and the order was presented in a sealed order. OE Capital Partners has not had a chance to even represent themselves in court and we the investors have never been asked if we want representation.

Case 3:17-cv-00420-L Document 58 Filed 04/19/17 Page 10 of 82 PageID 1567
A settlement offer has been presented to Patrick Howard with no admission of guilt, no bar from the industry and a fee amount (not yet determined). This settlement included OE Capital Ventures investors UNTIL the receiver fired our representing firm, Bracewell, and did not continue settlement talks and pled guilty in front of the court to a permanent injunction without any voice from the investors.

The SEC is supposed to protect the common investor. However, in our case they have ripped everyone who knows anything about the investments out of the picture and have placed an attorney in charge that has very limited knowledge about private equity investments and is happy with getting 5% of our money back. He is also being compensated for doing the job from OUR money.

I am here to ask for your help in contacting the judge and the SEC to accomplish:

- Removal of the receivership and allow our investment team to at least finish out our contracts in a modified and monitored way so that we can have a chance to get our money out.

OR AT MINIMUM

- Place the receivership with a different receiver—someone who understands private investments and accounting so that our current contracts retain their value and are allowed to run to completion of three-year commitments.

If you will help in communicating this message to the Judge and SEC, please reach out to the contact info below. Your questions can be answered, and correct contact information for the Judge and SEC provided.

Please send emails to: OEcapitalpartnersinvestors@gmail.com

Call: 469-850-3035

Please LEAVE a message, and you will receive a call-back.

Case 3:17-cv-00420-L Document 58 Filed 04/19/17 Page 11 of 82 PageID 1568
We have banded together and are going to be retaining legal counsel to move this case along, after you have a chance to understand this information we ask for your help in retaining counsel and for your involvement and participation if you are able.

OE Capital Partners Investors:

Charles Alberson

Mary Ellen & Greg Alexander

Shawn Armstrong

Callie Davis

Christine Horne

Karen Maxy

Ronald Miears

Eric Stahl

Walter Toler

Huong Truong

Christina & Michael Underwood

Larry Wheeler

In summary, here are the FACTS:

- ✓ Our money has been invested into real companies (not the case in a ponzi scheme).
- ✓ Our investment contracts hold value in revenue based contracts, inventory and stock certificates.
- ✓ The receiver, Craig Stokley, is now in control of all of our investments.

Case 3:17-cv-00420-L Document 58 Filed 04/19/17 Page 12 of 82 PageID 1569
✓ The receiver has the opportunity to charge us the investors \$120,000 in the first 30 days for “handling” our investment fund FROM our investment dollars.

- ✓ He is also able to bill us for the time that HIS law firm spends liquidating our investments.
- ✓ The OE Capital Partners investment team has offered to help the receiver in any way that they can and were barred from all conversation with our portfolio companies and us the investors.
- ✓ We signed up for a long-term investment. Trying to liquidate for pennies on the dollar is not the best outcome for us the investors.
- ✓ The SEC has given Patrick Howard a settlement from this case with NO ADDMISSION of GUILT, NO BARS from the industry and a fee that has not been decided at the moment.
- ✓ The settlement was offered 36 hours from the start of the receivership.
- ✓ The contract he has been negotiating with our portfolio company WHRZT is stopping WHRZT from raising money from which OE was supposed to get payments from.
- ✓ We are a “going concern”—there are ongoing contracts and real operating entities that our investments touch—which implies that we should not have a receiver handling our contracts.
- ✓ We have no legal representation.
- ✓ The receiver has not informed us that there has been any changes at OE Capital and our investment position

There is a lot more to discuss and I am sure you have a lot of questions. Please respond and we will make sure to connect with you and explain the situation. We would like to repeat that our investment team knows that they did not do everything correctly--however, they did not steal our money, there are no big expenses or luxury items, there are no empty offices and shell contracts. AND these people have not run away.

So please understand, even with your anger, disappointment or frustration, this is now about getting some kind of control over our own money because at this point the government is deciding what returns we will make and WE were never asked or informed.

Let's all work together to regain the value of our investments and work toward a successful conclusion. We look forward to talking with you—please respond.

--

Please send emails to:

OEcapitalpartnersinvestors@gmail.com
469-850-3035

Disclaimer:

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From: OE Investor <oeapitalpartnersinvestors@gmail.com>
Sent: Monday, April 10, 2017 7:57 PM
To: OE Investor
Subject: OE Investor Informational Call tomorrow

Good evening ,

This email is to attempt to reach out to investors with OE Capital Partners in response to a notification letter written about our current state of receivership on Saturday.

We have had a lot of response and questions. In an attempt to be succinct we held several calls today for the investors who responded over the weekend.

In order to make sure that everyone is provided the same information, we would like to extend another time for a call.

There will another call tomorrow scheduled for 4pm CST, details are below.

Please let us know if you cannot make the call and would like a call back and we will try to accommodate individually. Our first steps is to make sure everyone understands the current state of affairs to our knowledge and our options, and hopefully to agree to seek legal counsel as a group.

Call in information:
Tuesday 4/11 4pm CST

[\(563\) 999 - 1053](#)
access code: 953628

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OE Capital Ventures Investors

Please send emails to:

OEcapitalpartnersinvestors@gmail.com
469-850-3035

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From: OE Investor <oecapitalpartnersinvestors@gmail.com>
Sent: Tuesday, April 11, 2017 3:38 PM
To: OE Investor
Subject: Receivership information
Attachments: OE Investment Validation and Return strategy.pdf

Dear OE Investors,

Thank you to those who have participated in the calls and information exchanges over the last two days. Our efforts have gotten the receiver to inform us of the situation at OE Capital Partners and that something has changed with our investment.

PLEASE NOTE: We have royalty revenue contracts, equity positions, and inventory in our OE Capital Ventures name that we own. The receiver is now in control of our contracts and is renegotiating these contracts without informing us. We would like to regain management of our fund by removing the receivership or modify the receivership order so that these contracts can retain their value. It is not our intent to fight the injunctions or the case against OE Capital Partners, because our goal is to KEEP the value of our contracts and protect our money. It is our goal to renegotiate these contracts with understanding the value behind them.

We are meeting with council tomorrow and will further advise you of actions that can be taken if you are willing to participate.

Thank you for your patience and support of this effort.

Please review the document attached that was created by OE Staff explaining the value of our contracts back in February. This is now semi outdated because it does not take into consideration the NEGOTIATIONS that have already occurred. This is not an inclusive list of our assets and was generated by OE Capital Partners staff but we will provide 3rd party validation on these values so you can understand that our investments in these companies have value.

This is a critical time to understand our rights in this matter and try to regain control of our long term investment as originally planned.

--

OE Capital Ventures Investors

Please send emails to:

Oecapitalpartnersinvestors@gmail.com

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Investment Return Generation Plan for OE Capital Partners

The purpose of this document is to explain in detail the execution of the strategies, if OE Capital had been allowed to continue to operate, that would have driven maximum value to the investors. Additionally, it will detail an execution strategy that will get maximum value to investors.

UNEQUAL TECHNOLOGIES

Current Valuation - \$150M

Stocks owned 666, 667 @ 1.50 per share

2:1 preferred liquidation guarantee

Revenue Participation Agreement

Collateralized Inventory value - \$1M

Royalty Capture 15%

Payback is 1.5X within 18 months, or 2x within 36 months

5000 additional options upon \$5 million in revenue

Another 5000 additional options upon \$10 million in revenue

Unequal also is going through an FDA approval process with the Commotio Cortis product. This will enhance the value of the stock significantly.

With a Change of Control within the Royalty financing agreement, OE will receive the full return of the revenue capture. This would be either 3.5M or 4M dollars. Therefore, it is crucial not to settle the agreement, but to let it ride out. With the Preferred Liquidation of the shares the value that would come out of a sale of Unequal would be \$5.5M or greater. This doesn't include calculations for the additional options.

OE's value was to help drive sales and marketing starting with local DFW market sales and eventually going national. The sales effort is to assist the value in the marketplace as Deutsche Bank took Unequal to Banks and Strategic companies for an eventual sale.

These are the activities that OE was participating in to help drive the value and return

- **Marketing support for Unequal strategic partners**
- **Digital Strategies/Social Media/SEO**
- **Development of Ecommerce Channels**

- **Business Development efforts into Specialty Retailers**
- **Input and direction into local and national PR strategies**

Additionally, given the FDA product, in the case that a sale didn't occur, the next plan was to execute an S1 with Unequal for an eventual public event.

We feel that having the receiver renegotiate an early exit from this company is not in the best interest of our investors and would cause investor loss over time. We need the OE executive team to execute against these strategies and continue to be an influence in Unequal's marketing direction.

WHRZT

Current valuation is approximately \$12M based on most recent round A financing that WHRZT is in which WHRZT is currently engaged. OE has invested 2.1M in WHRZT with a 3X multiple on the return in 3 yrs.

To help secure the financing of round A, OE agreed to convert 250k to equity. This has since been negotiated to 500k of equity. Also, upon the closure of the round, there would be 500k in cash paid to OE as a catch up. The 500k in cash would be used as catch up. In addition OE loaned WHRZT 150k to bridge the company to the round A. This loan would get paid back with a 20k interest payment, bring the total to 670k. Estimated closing of round A is end of Q1. This round has now been halted because of the receivership and trying to strike a cheaper deal, that is less advantageous to OE investors for a shorter term gain.

This payment alone would have made OE Capital Partners **solvent through mid-year 2018**. Please review attached solvency document.

The agreement at that point was to convert the remaining about, about 1.3M adding accrued interest to a standard debt payment at 12%. That would have produced a monthly payment of 15.6k for the remaining term of the investment or 280k. The 1.3M would be paid as a balloon payment on or before the end of the term at 3x or 3.6M. The plan for WHRZT was to raise a round B in late 2017, and have an early pay off of the debt.

The following activities are how OE would assist WHRZT;

- **Digital Marketing Strategies**
- **AutoZone Introduction**
- **Department of Transportation**
- **In-App advertising revenues**
- **Local marketing and PR**
- **Financial positioning and strategy for additional capital negotiations**

OE WELLNESS

OE Wellness is the product of an investment the OE made into Ducourt Consulting. With a 365k investment, and an agreement for future funding, the Ducourt Board resolved to sell 69% of the company to OE Capital Partners. Contingent on OE's taking control of the company was the ability to obtain a contract with AON (world's 2nd largest insurer) and subsequently AAA (30M affinity membership program).

OE has been working on suppling direct to consumer telemedicine for over a year. We have a master of services agreement with AON and were signed up with our first AAA club. Due to the receivership, the relationship was not allowed to be pursued and now the company and the contracts are in jeopardy. Our receiver saw no "value" in pursuing a contract to distribute telehealth through a nationally acclaimed brand in an industry that sells for multiples of over 20X because there would have to be small capital outlay. OE Capital Partners would like an opportunity to salvage this relationship because the upside for the investors if we are successful is tremendous.

From: OE Investor <oecapitalpartnersinvestors@gmail.com>
Sent: Wednesday, April 12, 2017 4:40 PM
To: OE Investor
Subject: Decision to retain counsel

Dear OE Capital Partners Investor,

Thank you for remaining calm in this matter. We understand that there has been a lot of information that has been received over the last 5 days that may be confusing however, we will work diligently to provide information as it becomes available. Please add this email address to your address books so that our emails reach you.

Here is the update from our meeting with attorneys today:

- We are moving forward retain counsel per our original communication on April 8th.
- The attorneys will be reaching out to the SEC about our case to try to REMOVE or MODIFY the receivership and allow the investors control over OE Capital Partners contracts so that we can have a knowledgeable manager renegotiate the positions of what we own.
- We believe this option is better than allowing Craig Stokely, the court appointed receiver, to liquidate our investments without proper understanding of the value of our contracts.
- All investors that say “yes to retaining counsel” will be represented. We will be going to the SEC to make our claim and believe we have a better position if we are together.
- We ask for a pledge of \$500 to cover legal fees that can be sent directly to law firm, **HOWEVER, payment is not required to be a part of this action.** Thank you to all those investors who have made their pledge already.
- The law firm will provide a portal where all documents and actions will be listed but the attorneys will meet with 2-3 investors to ease communication in order to keep legal costs as low as possible. We will set up a new email to communicate with those to choose to be represented
- Currently a majority of investors have signed up to be represented by counsel.

For those that need more information, please reply with the **best number and time** to reach you and you will receive a call back today because we do have to move quickly in this manner.

- ✓ Our money has been invested into real companies (not the case in a ponzi scheme).
- ✓ Our investment contracts hold value in revenue based contracts, inventory and stock certificates.
- ✓ The receiver, Craig Stokley, is now in control of all of our investments.
- ✓ The receiver has the opportunity to charge us the investors \$120,000 in the first 30 days for “handling” our investment fund FROM our investment dollars.
- ✓ He is also able to bill us for the time that HIS law firm spends liquidating our investments.
- ✓ The OE Capital Partners investment team has offered to help the receiver in any way that they can and were barred from all conversation with our portfolio companies and us the investors.
- ✓ We signed up for a long-term investment. Trying to liquidate for pennies on the dollar is not the best outcome for us the investors.
- ✓ The contract he has been negotiating with our portfolio company WHRZT is stopping WHRZT from raising money from which OE was supposed to get payments from.
- ✓ We are a “going concern”—there are ongoing contracts and real operating entities that our investments touch—which implies that we should not have a receiver handling our contracts.
- ✓ We have no legal representation.
- ✓ The receiver has not informed us that there were any changes at OE Capital and our investment position UNTIL Investors banded together and informed the majority of the group.

There is no guarantee in our outcome or our efforts, but we do want our voices heard in this matter want to protect our investment to the best of our ability.

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OE Capital Ventures Investors

Please send emails to:

OEcapitalpartnersinvestors@gmail.com

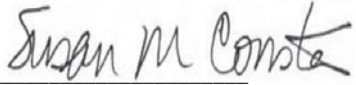
469-850-3035

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Events are moving forward with getting legal representation for the investors trying to see if you've gotten all the communication of the last five days and I need to see if you agree it being represented by counsel give me a call back or let me know to
oecapitalpartnersinvestors@gmail.com

Voice Mail Message 4/13/2017

<p>1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25</p> <p>IN THE UNITED STATES DISTRICT COURT NORTHERN DISTRICT OF TEXAS DALLAS DIVISION</p> <p>SECURITIES AND EXCHANGE COMMISSION,</p> <p>PLAINTIFF,</p> <p>VS.</p> <p>PATRICK O. HOWARD; HOWARD CAPITAL HOLDINGS, LLC; AND OPTIMAL ECONOMICS CAPITAL PARTNERS, LLC,</p> <p>DEFENDANTS.</p> <p>-----</p> <p>VOICE MAIL MESSAGE</p> <p>FROM DOVILE SOBLINSKAS</p> <p>APRIL 13, 2017</p> <p>-----</p>	<p>1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25</p> <p>COUNTY OF TARRANT * STATE OF TEXAS *.</p> <p>I, SUSAN M. CONSTANTIN, Certified Shorthand Reporter in and for the State of Texas, do hereby certify that the foregoing is a correct transcription from the audio recording of the proceedings in the above-entitled matter.</p> <p>I further certify that I am neither counsel for, related to, nor employed by any of the parties to the action in which this recording was taken, and further that I am not financially or otherwise interested in the outcome of the action.</p> <p>Given under my hand and seal of office on this the 13th day of April, 2017.</p> <p></p> <p>Susan M. Constantin, CSR #3812 Certified Shorthand Reporter CONSTANTIN & ASSOCIATES Post Office Box 170597 Arlington, Texas 76003-0597 Office/Cell: 817-919-0167 My commission expires: 12-31-18</p>
<p>1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25</p> <p>(Beginning of recording.)</p> <p>MS. SOBLINSKAS: Good morning, Andrea. This is Dovile calling. I'm not sure if you've seen communication over the last week between OE Capital Partners Investors regarding the receivership that was placed on OE. We are moving forward with counsel, and I am just calling to see, I need verbal confirmation if people want to be represented by the majority counsel in order to try to remove or modify the receivership, try to remain -- maintain some of our contract caps (inaudible).</p> <p>If you can just give me a quick call back or a quick -- my work e-mail and my work phone don't work, so (708) 307-9351. And then if you haven't seen any communication, look at your spam for OECapitalPartnersInvestors@gmail.com. I look forward to hearing from you.</p> <p>(End of recording.)</p>	

CONSTANTIN & ASSOCIATES
817-919-0167

APP_18



PH



Patrick

I'm always up for a drink ;)

Cool... let me know when

So, the email is from you?

Or what's happening w all this

No... Dovile is organizing it all, but it's from a group of investors... I told Dovile to include you in the initial group, but it moved so fast that she didn't get a chance to

Ahhh I see



PH



Patrick

Cool

U free the whole week?

Yep

Cool. I'll let u know

Should I call Dovile to see what's up w/ the email? Or what do I need to do?

I think there is a email or number on that letter...reply to that and she'll get back with you

Ok cool

PH

i

Patrick

This whole thing has my mind spinning!

Yesterday 11:44 AM

Got a day for that drink in mind?

I'm trying to make it work this week but I'm hosting Easter this Sunday & B's bday is on Mon & I'm swamped w/ work, so I just don't know...

Ahhh got it...Easter is this Sunday!!!
Geez

I have to go to NYC next Wed and Thursday but open other than that

Haha. Yeah... and Mr prez turns 9

Ok

I'll let u know about next week

APP_21

Wow!

Exhibit A-8

Ok

Tell me about it

Yesterday 12:04 PM

So... Dovile called and texted and I'm really not sure what to do

I mean, you know my thoughts on her & i can't tell if she's working with you or doing this herself for you...

She's leading the effort for investors. I can't be involved in that effort...but she's working with my attorneys

Ah ok

I've just got a lot going on & there have been countless emails & I just need to take a breath

APP_22

**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.)	

AFFIDAVIT OF W. CRAIG STOKLEY

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

1. “My name is W. Craig Stokley. I am over the age of eighteen (18) years, of sound mind and capable of making this Affidavit. I am the court-appointed Receiver in the above case. I was appointed pursuant to the Court’s Order Appointing Receiver (Dkt. 10) entered on February 14, 2017. This Affidavit is made in support of the Receiver’s Motion to Show Cause (Dkt. 56), by which the Receiver moves the Court to order Patrick O. Howard (‘Howard’), Dovile Soblinskas (‘Soblinskas’), Ron Scherer (‘Scherer’) and Christine Horne (‘Horne’) to show cause why they should not be held in contempt for violating the Order Appointing Receiver.

2. “The activities undertaken by me during the first thirty (30) days are set forth in the Receiver’s Initial Status Report. (Dkt. 40). In connection with my duties, I determined that no further business development would be appropriate and terminated all employees involved in business

development. Through my counsel, I served a copy of the Order Appointing Receiver on each of those employees along with their termination letters. True and correct copies of the letters are attached to this Affidavit as **Exhibits B-1, B-2, B-3 and B-4**, respectfully.

3. “On February 14, 2017, the day that the Order Appointing Receiver was entered, I also provided a hard copy of the Order Appointing Receiver to Dovile Soblinskas. I also spoke to Dovile Soblinskas and Christine Horne on March 21, 2017, about the Order Appointing Receiver and advised them both that making false statements to investors would be interfering with the Receiver and in violation of the Order Appointing Receiver.

4. “On the day that the Court entered the Order Appointing Receiver, the Receivership Entities employed approximately fifteen (15) people. Patrick Howard was in charge, and Dovile Soblinskas was the Director of Business Development. Ron Scherer, Christine Horne, in addition to others who are not implicated by the Receiver’s Motion, raised money from investors in connection with the securities fraud that forms the basis of the judgment entered in this case (the “Fraud Scheme”).

5. Internal documents of the Receivership Entities credit Howard, Scherer, Horne, and Soblinskas with raising the following amounts of money from investors:

Former Employee	Amount Raised Through Scheme
Ron Scherer	\$4,224,345
Christine Horne	\$1,491,500
Patrick Howard	\$1,127,164
Dovile Soblinskas ¹	\$706,500

¹ With the exception of Howard, Soblinskas was director of all other employees who raised money under the Fraud Scheme.

6. “On March 21, 2017, Dovile Soblinskas and Christine Horne attended a meeting with me at my office. During that meeting, I informed them that I was looking into tax information that needed to be sent to the investors as well as working on setting up a website to facilitate communications with the investors. I advised them that my communication to the investors likely would be sent during the week of April 10 through 14 because I wanted to get information to them before the tax deadline. Horne expressed some concern about what the communication to the investors would say because she wanted to protect her reputation. She asked if I would work with her so that the communication would not harm her reputation with her clients – the victims of the Fraud Scheme. I was perplexed by Horne’s request and informed her that not only would it be entirely inappropriate for me to craft a communication to the investors with her personal interests in mind, it would directly violate the Order Appointing Receiver. I directly and sternly admonished Horne that she was not authorized to send any communications that were not truthful to any investors and that I believed any truthful communication related to the Receivership or Fraud Scheme had very little chance of not harming her reputation with the victims in this case. Soblinskas was likewise admonished that any untruthful communications with the investors would be in direct violation of the Order Appointing Receiver.

7. “The meeting ended shortly thereafter. I proceeded with my duties as stated in the meeting that included: (a) creating a website that went live on or around March 27, 2017; (b) confirming with the accounting consultants that extensions were filed for the 2016 tax returns and that the Form K-1s that would show a substantial loss would need to be issued for 2016 as well as an amendment for 2015 that would include issuing Form K-1s to investors; (c) identifying and preparing an investor email distribution list; and (d) drafting correspondence to the investors to be sent.

8. “Several legitimate investors forwarded to me an email, dated April 8, 2017, from the email address oeccapitalpartnersinvestors@gmail.com that contained countless false and misleading statements. A true and correct copy of the April 8, 2017 email is attached as **Exhibit B-5**. The email contains Christine Horne’s name as being one of the ‘investors’ responsible for sending the email, but the email omits the fact that Horne was a former employee.

9. “One of the investors who forwarded me the April 8, 2017 email was Andrea Venezia. She also forwarded me images of text messages between herself and Patrick Howard indicating that Soblinskas organized the April 8, 2017 fraudulent email, and that Patrick Howard was involved. A true and correct copy of the email containing those text messages is attached as **Exhibit B-6**. I subsequently learned from several investors that Ron Scherer was, at a minimum, involved in the conference call set up by the organizer of the email group.

10. “As soon as I learned of the April 8, 2017 fraudulent email, and that it was organized by Dovile Soblinskas with whom Patrick Howard, Ron Scherer, and Christine Horne were involved to varying degrees, I sent notices to each of them that they were in direct violation of the Order Appointing Receiver and filed a notice with the Court. (Dkt. 54).

11. “When Soblinskas received her Notice, she immediately responded with another false statement to me, stating: ‘Mr. Stokley, with all due respect that letter was organized by OE Capital Investors who signed the letter.’ A true and correct copy of Soblinskas’ email is attached as **Exhibit B-7**. Notably, nobody signed the ‘letter’ (April 8, 2017 Email), and Soblinskas name does not appear anywhere on the email.

12. “Dovile Soblinskas was hand-delivered a copy of the Order Appointing Receiver on the evening of February 14, 2017. Soblinskas was present when the process server served the Order Appointing Receiver on the Receivership Defendants and was one of the officers receiving it. I met with Soblinskas on February 15, 2017, and discussed the Order Appointing Receiver. On February

26, 2017, my counsel sent correspondence from me to Soblinskas by email terminating her employment, confirming the fact that ‘The Honorable Sam Lindsay entered his Order Appointing Receiver over the Defendants in the action, appointing W. Craig Stokley as Receiver’ and enclosing a copy of the Order Appointing Receiver. As describe above, from February 14, 2017 to March 21, 2017, I had several in-person conversations with Soblinskas regarding the Order Appointing Receiver. When I learned of the fraudulent April 8, 2017 Email, I immediately sent Soblinskas notice of her violation on April 11, 2017, enclosing the Order Appointing Receiver again. Soblinskas acknowledged receipt of the email when she brazenly lied to me by stating ‘that letter was organized by OE Capital Investors who signed the letter.’

13. “I also received from legitimate investors a copy of an email sent on the evening of April 10, 2017, from oeaptialpartnersinvestors@gmail.com that scheduled a conference call to be held at 4:00 p.m. the following day. That email stated the senders desire to ‘hopefully [] agree to seek legal counsel as a group.’ A true and correct copy of the email that I received is attached as **Exhibit B-8**.

14. “Attached as **Exhibit B-9** is a true and correct redacted copy of the records of the Receivership Entities which shows the amounts of various investments, the ‘agent’ credited with the investment, and the amount of investment made by Soblinskas. The names of the various investors are redacted to protect their privacy.

15. “On April 11, 2017, I also received from several legitimate investors a copy of another email sent from oeapitalpartnersinvestors@gmail.com that contained an attachment entitled ‘Investment Return Generation Plan for OE Capital Partners’. A true and correct copy of the email and attachment that I received are attached as **Exhibit B-10**.

16. “I also received another email from the oeapitalpartnersinvestors@gmail.com that was sent on April 12, 2017 that states: ‘Receiving this email means you are marked YES for

representation as an OE Investor in this case’ and ‘Please reply this email if this is incorrect.’ The investor indicated to me that they had not responded in any way to this email address or verbally agreeing to be represented. A true and correct copy of the email that I received is attached as **Exhibit B-11**.

17. “On April 13, 2017, I learned that Soblinskas was leaving voicemail messages, text messages, and engaging in a campaign to sign up as many legitimate investors to join her group as she could locate. I received from Andrew Venezia a copy of a text message who I understand was from Soblinskas that stated: ‘Events are moving forward . . . give me a call back or let me know to oecapitalpartnersinvestors@gmail.com’. Ms. Venezia also forwarded to me a voicemail message from Soblinskas that I have had transcribed for purposes of this affidavit. A true and correct copy of that transcript is attached as **Exhibit B-12**.

18. “Howard was served with a summons in this Lawsuit on February 22, 2017. (Dkt. 24). Howard is represented by counsel and the Order Appointing Receiver was provided to his counsel on February 14, 2017. I met with Howard and his counsel on or around February 15, 2017 and discussed the Order Appointing Receiver. On February 17, 2017, my counsel sent correspondence from me to Howard’s counsel by email terminating his employment, confirming the fact that ‘The Honorable Sam Lindsay entered his Order Appointing Receiver over the Defendants in the action, appointing W. Craig Stokley as Receiver’ and enclosing a copy of the Order Appointing Receiver. When I learned of the fraudulent April 8, 2017 Email, and of Howard’s admissions regarding his involvement contained in his text messages, I immediately sent Howard’s counsel a notice of his violation on April 11, 2017, enclosing the Order Appointing Receiver again. Howard’s counsel has acknowledged receipt of the notice.

19. “Ron Scherer was the former employee credited with raising the most money from investors. On February 17, 2017, my counsel sent correspondence from me to Scherer by email

terminating his employment, confirming the fact that ‘The Honorable Sam Lindsay entered his Order Appointing Receiver over the Defendants in the action, appointing W. Craig Stokley as Receiver’ and enclosing a copy of the Order Appointing Receiver. I have had several telephone conferences with Scherer regarding the Order Appointing Receiver. When I learned of the fraudulent April 8, 2017 Email, and that Scherer attended the call the following day, I immediately sent Scherer a notice of his violation on April 11, 2017 and again on April 12, 2017 enclosing the Order Appointing Receiver again. Mr. Scherer acknowledged receipt of the correspondence and further harassed the Receiver’s staff. A true and correct copy of Mr. Scherer’s response to the notice is attached as **Exhibit B-13**.

20. “Finally, on February 17, 2017, my counsel sent correspondence from me to Christine Horne by email terminating her employment, confirming the fact that ‘The Honorable Sam Lindsay entered his Order Appointing Receiver over the Defendants in the action, appointing W. Craig Stokley as Receiver’ and enclosing a copy of the Order Appointing Receiver. On March 21, 2017, I met in-person with Horne and Soblinskas at my office in Dallas, Texas and we discussed the Order Appointing Receiver and the requirements that communications to investors must be truthful. During that meeting, I directly advised Horne that she was not authorized to send any communications that were not truthful to any investors.

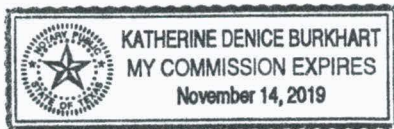
21. “On April 17, 2017, I received an email from an investor that contained an email she had received on April 12, 2017 from the anonymous Gmail regarding a ‘meeting’ the so-called investor group had with its ‘attorneys’ and requiring a pledge of \$500 from each investor to support the legal team. A true and correct copy of that email is attached hereto as **Exhibit B-14**.”

FURTHER, AFFIANT SAYETH NOT.

By:

W. G. S.
W. CRAIG STOKLEY, RECEIVER

SUBSCRIBED AND SWORN TO BEFORE ME by W. Craig Stokley on this the 17th
day of April, 2017, to certify which witness my hand and seal of office.



[Signature]
Notary Public-State of Texas
My Commission Expires:

W. CRAIG STOKLEY, ESQ.

Preston Commons – East
8115 Preston Road, Suite 600
Dallas, Texas 75225
Telephone: (214) 888-3112
Facsimile: (214) 888-3109
cstokley@palterlaw.com



February 17, 2017

VIA EMAIL

Patrick Howard, CEO
By and through counsel,
Brandon N. McCarthy, Esq.
Barrett R. Howell, Esq.
1445 Ross Avenue, Suite 3800
Dallas, Texas 75202

Re: Notice of Termination of Employment

Dear Mr. Howard:

By way of background, on February 14, 2017, the Securities and Exchange Commission filed suit against Patrick O. Howard, Howard Capital Holdings, LLC and Optimal Economic Capital Partners, LLC, as Civil Action No. 3:17-cv-00420-L in the United States District Court for the Northern District of Texas, Dallas Division. On that date, The Honorable Sam Lindsey entered his Order Appointing Receiver over the Defendants in the action, appointing W. Craig Stokley as Receiver.

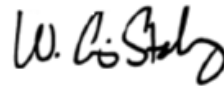
Accordingly, the Receiver has taken possession of the operations of Optimal Economic Capital Partners, LLC. Pursuant to the powers of the Receiver, the Receiver hereby terminates your employment with Optimal Economic Capital Partners, LLC effective as of February 14, 2017. Your last day worked was February 14, 2017.

I understand that you have already been paid your final pay for any hours worked through your date of termination, less appropriate deductions. To the extent that you believe that you are entitled to any additional compensation or reimbursement for any expenses, this confirms that you should respond to this notice and make any claim for additional compensation no later than February 25, 2017. Any such notice and any supporting documentation should be provided to me by and through my counsel, Kimberly Sims, by email at ksims@palterlaw.com and by fax to (214) 888-3109.

Your coverage under any medical, dental or vision plans will terminate as of February 28, 2017. In addition, all other benefits, including but not limited to other insurance coverages, will terminate no later than February 28, 2017. You will receive additional information related to any benefits from the plan administrator.

Finally, pursuant to the terms of the Order Appointing Receiver, the individual Receivership Defendants and the past and/or present officers, directors, agents, managers, general and limited partners, trustees, attorneys, accountants and employees of the entity Receivership Defendants are ordered to answer under oath to the Receiver all questions which the Receiver may put to them and produce documents as required by the Receiver. As a result, I may contact you and/or request information from you, and I request that you cooperate in providing any such information.

Sincerely yours,

A handwritten signature in black ink, appearing to read "W. Craig Stokley". The signature is fluid and cursive, with the first name "W." and last name "Stokley" clearly distinguishable.

By: _____
W. Craig Stokley, Receiver

Enclosure: Order Appointing Receiver

W. CRAIG STOKLEY, ESQ.

Preston Commons – East
8115 Preston Road, Suite 600
Dallas, Texas 75225
Telephone: (214) 888-3112
Facsimile: (214) 888-3109
cstokley@palterlaw.com



February 26, 2017

VIA EMAIL: dovile@oecapitalpartners.com

Dovile Soblinskas, Chief Investment Officer

Re: Notice of Termination of Employment

Ms. Soblinskas:

As you are aware, on February 14, 2017, the Securities and Exchange Commission filed suit against Patrick O. Howard, Howard Capital Holdings, LLC and Optimal Economic Capital Partners, LLC, as Civil Action No. 3:17-cv-00420-L in the United States District Court for the Northern District of Texas, Dallas Division. On that date, The Honorable Sam Lindsey entered his Order Appointing Receiver over the Defendants in the action, appointing W. Craig Stokley as Receiver.

Accordingly, the Receiver has taken possession of the operations of Optimal Economic Capital Partners, LLC. Pursuant to the powers of the Receiver, the Receiver hereby terminates your employment with Optimal Economic Capital Partners, LLC effective as of February 14, 2017. Your last day worked was February 14, 2017.

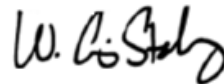
We understand that you have been out of the country since approximately February 17, 2017 and do not return until approximately March 7, 2017. Accordingly, you must return your computer and other property of OE Capital no later than March 10, 2017. The property should be delivered to our offices no later than that date.

I understand that you have already been paid your final pay for any hours worked through your date of termination, less appropriate deductions. To the extent that you believe that you are entitled to any additional compensation or reimbursement for any expenses, this confirms that you should respond to this notice and make any claim for additional compensation no later than March 10, 2017. Any such notice and any supporting documentation should be provided to me by and through my counsel, Kimberly Sims, by email at ksims@palterlaw.com and by fax to (214) 888-3109.

Your coverage under any medical, dental or vision plans will terminate as of February 28, 2017. In addition, all other benefits, including but not limited to other insurance coverages, will terminate no later than February 28, 2017. You will receive additional information related to any benefits from the plan administrator.

Finally, pursuant to the terms of the Order Appointing Receiver, the individual Receivership Defendants and the past and/or present officers, directors, agents, managers, general and limited partners, trustees, attorneys, accountants and employees of the entity Receivership Defendants are ordered to answer under oath to the Receiver all questions which the Receiver may put to them and produce documents as required by the Receiver. As a result, I may contact you and/or request information from you, and I request that you cooperate in providing any such information.

Sincerely yours,

A handwritten signature in black ink, appearing to read "W. Craig Stokley".

By: _____
W. Craig Stokley, Receiver

Enclosure: Order Appointing Receiver

W. CRAIG STOKLEY, ESQ.

Preston Commons – East
8115 Preston Road, Suite 600
Dallas, Texas 75225
Telephone: (214) 888-3112
Facsimile: (214) 888-3109
cstokley@palterlaw.com



February 17, 2017

VIA EMAIL: ron@oecapitalpartners.com
Ron Scherer, Private Capital Markets

Re: Notice of Termination of Employment

Dear Mr. Scherer:

By way of background, on February 14, 2017, the Securities and Exchange Commission filed suit against Patrick O. Howard, Howard Capital Holdings, LLC and Optimal Economic Capital Partners, LLC, as Civil Action No. 3:17-cv-00420-L in the United States District Court for the Northern District of Texas, Dallas Division. On that date, The Honorable Sam Lindsey entered his Order Appointing Receiver over the Defendants in the action, appointing W. Craig Stokley as Receiver.

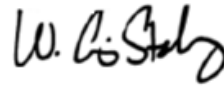
Accordingly, the Receiver has taken possession of the operations of Optimal Economic Capital Partners, LLC. Pursuant to the powers of the Receiver, the Receiver hereby terminates your employment with Optimal Economic Capital Partners, LLC effective as of February 14, 2017. Your last day worked was February 14, 2017.

I understand that you have already been paid your final pay for any hours worked through your date of termination, less appropriate deductions. To the extent that you believe that you are entitled to any additional compensation or reimbursement for any expenses, this confirms that you should respond to this notice and make any claim for additional compensation no later than February 25, 2017. Any such notice and any supporting documentation should be provided to me by and through my counsel, Kimberly Sims, by email at ksims@palterlaw.com and by fax to (214) 888-3109.

Your coverage under any medical, dental or vision plans will terminate as of February 28, 2017. In addition, all other benefits, including but not limited to other insurance coverages, will terminate no later than February 28, 2017. You will receive additional information related to any benefits from the plan administrator.

Finally, pursuant to the terms of the Order Appointing Receiver, the individual Receivership Defendants and the past and/or present officers, directors, agents, managers, general and limited partners, trustees, attorneys, accountants and employees of the entity Receivership Defendants are ordered to answer under oath to the Receiver all questions which the Receiver may put to them and produce documents as required by the Receiver. As a result, I may contact you and/or request information from you, and I request that you cooperate in providing any such information.

Sincerely yours,

A handwritten signature in black ink, appearing to read "W. Craig Stokley". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

By: _____
W. Craig Stokley, Receiver

Enclosure: Order Appointing Receiver

W. CRAIG STOKLEY, ESQ.

Preston Commons – East
8115 Preston Road, Suite 600
Dallas, Texas 75225
Telephone: (214) 888-3112
Facsimile: (214) 888-3109
cstokley@palterlaw.com



February 17, 2017

VIA EMAIL: christine@oecapitalpartners.com
Christine Horne, Private Capital Markets

Re: Notice of Termination of Employment

Dear Ms. Horne:

By way of background, on February 14, 2017, the Securities and Exchange Commission filed suit against Patrick O. Howard, Howard Capital Holdings, LLC and Optimal Economic Capital Partners, LLC, as Civil Action No. 3:17-cv-00420-L in the United States District Court for the Northern District of Texas, Dallas Division. On that date, The Honorable Sam Lindsey entered his Order Appointing Receiver over the Defendants in the action, appointing W. Craig Stokley as Receiver.

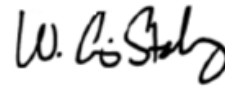
Accordingly, the Receiver has taken possession of the operations of Optimal Economic Capital Partners, LLC. Pursuant to the powers of the Receiver, the Receiver hereby terminates your employment with Optimal Economic Capital Partners, LLC effective as of February 14, 2017. Your last day worked was February 14, 2017.

I understand that you have already been paid your final pay for any hours worked through your date of termination, less appropriate deductions. To the extent that you believe that you are entitled to any additional compensation or reimbursement for any expenses, this confirms that you should respond to this notice and make any claim for additional compensation no later than February 25, 2017. Any such notice and any supporting documentation should be provided to me by and through my counsel, Kimberly Sims, by email at ksims@palterlaw.com and by fax to (214) 888-3109.

Your coverage under any medical, dental or vision plans will terminate as of February 28, 2017. In addition, all other benefits, including but not limited to other insurance coverages, will terminate no later than February 28, 2017. You will receive additional information related to any benefits from the plan administrator.

Finally, pursuant to the terms of the Order Appointing Receiver, the individual Receivership Defendants and the past and/or present officers, directors, agents, managers, general and limited partners, trustees, attorneys, accountants and employees of the entity Receivership Defendants are ordered to answer under oath to the Receiver all questions which the Receiver may put to them and produce documents as required by the Receiver. As a result, I may contact you and/or request information from you, and I request that you cooperate in providing any such information.

Sincerely yours,

A handwritten signature in black ink, appearing to read "W. Craig Stokley".

By: _____
W. Craig Stokley, Receiver

Enclosure: Order Appointing Receiver

From: AV SHG <andreav@sapphirehg.com>
Sent: Monday, April 10, 2017 8:58 AM
To: Craig Stokley
Subject: FW: VERY IMPORTANT: Regarding OE Capital Partners Investment
Importance: High

Have you seen this?? This does not look like it came from you, the SEC, or anyone in charge of our funds. Please clarify who this is from and what should be done about such email?

Andréa Venezia | CEO, Ambulatory Surgery Centers

Direct: (972) 232-7700 | andreav@sapphirehg.com

864 Winchester Drive | Lewisville, TX 75056

[LinkedIn](#) | [@SurgeryRecruit](#) | [Facebook](#)

www.sapphirehealthgroup.com

**Please Note: Our Corporate Office has Moved! New address listed above.*



Don't stay where you're Tolerated, Go where you're Celebrated!

From: OE Investor [mailto:oeinvestmentpartnersinvestors@gmail.com]
Sent: Saturday, April 8, 2017 9:59 AM
To: OE Investor <OEinvestmentpartnersinvestors@gmail.com>
Subject: VERY IMPORTANT: Regarding OE Capital Partners Investment

We are reaching out to you as a fellow investor in OE Capital Partners. As you may or may not be aware, there have been unsettling developments at OE Capital Partners in the recent month that effect all of us as investors.

IMPORTANT NOTIFICATION: While this letter is a little lengthy, please read to the end so that you understand the issues, and can participate in preserving our/your investment with an appropriate response. PLEASE NOTE email and phone communication information in middle letter.

OE Capital Partners has been working and cooperating with the SEC for over a year to be transparent about their business practices and investments.

OE has been charged with certain violations of the law, and with not being fully compliant in their original PPM (private placement memorandum). OE is also charged with statement fraud, which refers to noncompliant disclosures, that the SEC views, make us the investors perceive information in a fraudulent way.

The OE Capital team has become fully aware of mistakes in the reporting materials. However, this is a clerical error, and while it cannot be remedied for past reports, can easily be remedied for all future reports.

For these reasons the SEC has:

- ✓ Placed the firm under receivership
- ✓ Labeled OE Capital a ponzi scheme
- ✓ Is closing/ liquidating the investment fund

Even though OE Capital Partners:

- Holds true investments in real companies
- With stock certificates
- Royalty revenue contracts
- Owns inventory

This means that the staff which have been working with our money and investing in companies are no longer allowed to participate, manage our money or the investment projects, or even communicate with us. The receiver that has been put in place to manage our investments has not informed the OE investors that he has been appointed, and has taken actions in the receivership estate without considering input from the OE investors.

The SEC has appointed a receiver, Attorney Craig Stokley, who has no background in investments, private markets or accounting. I am writing to you let you know that Craig Stokley fired OE Capital attorneys so we (OE Capital Investors) went in front of a judge without representation. In his statements to the court, Craig Stokely has said that there IS VALUE in OE investments in stock certificates, revenue based contracts, and inventory. However, he views his job as a liquidator and is renegotiating contracts that have a potential to harm us and our investment if not done properly. He does not seem to place value on any potential upside to any contracts we own and is ok with renegotiating pennies on the dollar.

Furthermore, the contracts he has been trying to renegotiate are harming all investors, clearly revealing his lack of understanding in the investment arena. He has refused any input from Patrick Howard (OE's founding President and CEO) in these renegotiations.

This comes as a shock to us the investors, as it also came to OE Capital Partners. The SEC served the receivership order in an ex parte fashion – this means that our attorneys did not know this was happening and the order was presented in a sealed order. OE Capital Partners has not had a chance to even represent themselves in court and we the investors have never been asked if we want representation.

A settlement offer has been presented to Patrick Howard with no admission of guilt, no bar from the industry and a fee amount (not yet determined). This settlement included OE Capital Ventures investors UNTIL the receiver fired our representing firm, Bracewell, and did not continue settlement talks and pled guilty in front of the court to a permanent injunction without any voice from the investors.

The SEC is supposed to protect the common investor. However, in our case they have ripped everyone who knows anything about the investments out of the picture and have placed an attorney in charge that has very limited knowledge about private equity investments and is happy with getting 5% of our money back. He is also being compensated for doing the job from OUR money.

I am here to ask for your help in contacting the judge and the SEC to accomplish:

- Removal of the receivership and allow our investment team to at least finish out our contracts in a modified and monitored way so that we can have a chance to get our money out.

OR AT MINIMUM

If you will help in communicating this message to the Judge and SEC, please reach out to the contact info below. Your questions can be answered, and correct contact information for the Judge and SEC provided.

Please send emails to: OEcapitalpartnersinvestors@gmail.com

Call: 469-850-3035

Please LEAVE a message, and you will receive a call-back.

We have banded together and are going to be retaining legal counsel to move this case along, after you have a chance to understand this information we ask for your help in retaining counsel and for your involvement and participation if you are able.

OE Capital Partners Investors:

Charles Alberson

Mary Ellen & Greg Alexander

Shawn Armstrong

Callie Davis

Christine Horne

Karen Maxy

Ronald Miears

Eric Stahl

Walter Toler

Huong Truong

Larry Wheeler

In summary, here are the FACTS:

- ✓ Our money has been invested into real companies (not the case in a ponzi scheme).
- ✓ Our investment contracts hold value in revenue based contracts, inventory and stock certificates.
- ✓ The receiver, Craig Stokley, is now in control of all of our investments.
- ✓ The receiver has the opportunity to charge us the investors \$120,000 in the first 30 days for “handling” our investment fund FROM our investment dollars.
- ✓ He is also able to bill us for the time that HIS law firm spends liquidating our investments.
- ✓ The OE Capital Partners investment team has offered to help the receiver in any way that they can and were barred from all conversation with our portfolio companies and us the investors.
- ✓ We signed up for a long-term investment. Trying to liquidate for pennies on the dollar is not the best outcome for us the investors.
- ✓ The SEC has given Patrick Howard a settlement from this case with NO ADDMISSION of GUILT, NO BARS from the industry and a fee that has not been decided at the moment.
- ✓ The settlement was offered 36 hours from the start of the receivership.
- ✓ The contract he has been negotiating with our portfolio company WHRZT is stopping WHRZT from raising money from which OE was supposed to get payments from.
- ✓ We are a “going concern”—there are ongoing contracts and real operating entities that our investments touch—which implies that we should not have a receiver handling our contracts.
- ✓ We have no legal representation.
- ✓ The receiver has not informed us that there has been any changes at OE Capital and our investment position

There is a lot more to discuss and I am sure you have a lot of questions. Please respond and we will make sure to connect with you and explain the situation. We would like to repeat that our investment team

Case 3:17-cv-00420-L Document 58 Filed 04/19/17 Page 48 of 82 PageID 1605
knows that they did not do everything correctly--however, they did not steal our money, there are no big expenses or luxury items, there are no empty offices and shell contracts. AND these people have not run away.

So please understand, even with your anger, disappointment or frustration, this is now about getting some kind of control over our own money because at this point the government is deciding what returns we will make and WE were never asked or informed.

Let's all work together to regain the value of our investments and work toward a successful conclusion. We look forward to talking with you—please respond.

--

OE Capital Ventures Investors

Please send emails to:

OEcapitalpartnersinvestors@gmail.com

469-850-3035

Disclaimer:

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From: AV SHG <andreav@sapphirehg.com>
Sent: Monday, April 10, 2017 2:39 PM
To: Craig Stokley
Subject: RE: VERY IMPORTANT: Regarding OE Capital Partners Investment
Attachments: Text from Patrick about email.jpg; Text from Patrick about email1.jpg; Text from Patrick about email2.jpg

According to Patrick, Doville is the person who sent this out.

Andréa Venezia | CEO, Ambulatory Surgery Centers

Direct: (972) 232-7700 | andreav@sapphirehg.com

864 Winchester Drive | Lewisville, TX 75056

[LinkedIn](#) | [@SurgeryRecruit](#) | [Facebook](#)

www.sapphirehealthgroup.com

***Please Note: Our Corporate Office has Moved! New address listed above.**



Don't stay where you're Tolerated, Go where you're Celebrated!

From: Craig Stokley [mailto:CStokley@palterlaw.com]
Sent: Monday, April 10, 2017 10:45 AM
To: AV SHG <andreav@sapphirehg.com>
Subject: RE: VERY IMPORTANT: Regarding OE Capital Partners Investment

Thank you. I appreciate you forwarding.

Regards,

W. CRAIG STOKLEY, ESQ.
Founding Member

Preston Commons – East
8115 Preston Road, Suite 600
Dallas, Texas 75225
Telephone: (214) 888-3112
Facsimile: (214) 888-3109
cstokley@palterlaw.com



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If any of the information you receive in the email or its attachments appears corrupt or missing, please notify the sender immediately.

From: AV SHG [<mailto:andreav@sapphirehg.com>]
Sent: Monday, April 10, 2017 8:58 AM
To: Craig Stokley <CStokley@palterlaw.com>
Subject: FW: VERY IMPORTANT: Regarding OE Capital Partners Investment
Importance: High

Have you seen this?? This does not look like it came from you, the SEC, or anyone in charge of our funds. Please clarify who this is from and what should be done about such email?

Andréa Venezia | CEO, Ambulatory Surgery Centers

Direct: (972) 232-7700 | andreav@sapphirehg.com
864 Winchester Drive | Lewisville, TX 75056
[LinkedIn](#) | [@SurgeryRecruit](#) | [Facebook](#)
www.sapphirehealthgroup.com

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Don't stay where you're Tolerated, Go where you're Celebrated!

From: OE Investor [<mailto:oeinvestmentpartnersinvestors@gmail.com>]
Sent: Saturday, April 8, 2017 9:59 AM
To: OE Investor <oeinvestmentpartnersinvestors@gmail.com>
Subject: VERY IMPORTANT: Regarding OE Capital Partners Investment

We are reaching out to you as a fellow investor in OE Capital Partners. As you may or may not be aware, there have been unsettling developments at OE Capital Partners in the recent month that effect all of us as investors.

IMPORTANT NOTIFICATION: While this letter is a little lengthy, please read to the end so that you understand the issues, and can participate in preserving our/your investment with an appropriate response. PLEASE NOTE email and phone communication information in middle letter.

OE Capital Partners has been working and cooperating with the SEC for over a year to be transparent about their business practices and investments.

Due to the nontraditional revenue based financing model, communication error, and some formation document inconsistencies and incorrect disclosures the SEC's receiver has decided to take action to shut down OE Capital Partners.

OE has been charged with certain violations of the law, and with not being fully compliant in their original PPM (private placement memorandum). OE is also charged with statement fraud, which refers to noncompliant disclosures, that the SEC views, make us the investors perceive information in a fraudulent way.

The OE Capital team has become fully aware of mistakes in the reporting materials. However, this is a clerical error, and while it cannot be remedied for past reports, can easily be remedied for all future reports.

For these reasons the SEC has:

- ✓ Placed the firm under receivership
- ✓ Labeled OE Capital a ponzi scheme
- ✓ Is closing/ liquidating the investment fund

Even though OE Capital Partners:

- Holds true investments in real companies
- With stock certificates
- Royalty revenue contracts
- Owns inventory

This means that the staff which have been working with our money and investing in companies are no longer allowed to participate, manage our money or the investment projects, or even communicate with us. The receiver that has been put in place to manage our investments has not informed the OE investors that he has been appointed, and has taken actions in the receivership estate without considering input from the OE investors.

The SEC has appointed a receiver, Attorney Craig Stokley, who has no background in investments, private markets or accounting. I am writing to you let you know that Craig Stokley fired OE Capital attorneys so we (OE Capital Investors) went in front of a judge without representation. In his statements to the court, Craig Stokely has said that there IS VALUE in OE investments in stock certificates, revenue based contracts, and inventory. However, he views his job as a liquidator and is renegotiating contracts that

Furthermore, the contracts he has been trying to renegotiate are harming all investors, clearly revealing his lack of understanding in the investment arena. He has refused any input from Patrick Howard (OE's founding President and CEO) in these renegotiations.

This comes as a shock to us the investors, as it also came to OE Capital Partners. The SEC served the receivership order in an ex parte fashion – this means that our attorneys did not know this was happening and the order was presented in a sealed order. OE Capital Partners has not had a chance to even represent themselves in court and we the investors have never been asked if we want representation.

A settlement offer has been presented to Patrick Howard with no admission of guilt, no bar from the industry and a fee amount (not yet determined). This settlement included OE Capital Ventures investors UNTIL the receiver fired our representing firm, Bracewell, and did not continue settlement talks and pled guilty in front of the court to a permanent injunction without any voice from the investors.

The SEC is supposed to protect the common investor. However, in our case they have ripped everyone who knows anything about the investments out of the picture and have placed an attorney in charge that has very limited knowledge about private equity investments and is happy with getting 5% of our money back. He is also being compensated for doing the job from OUR money.

I am here to ask for your help in contacting the judge and the SEC to accomplish:

- Removal of the receivership and allow our investment team to at least finish out our contracts in a modified and monitored way so that we can have a chance to get our money out.

OR AT MINIMUM

- Place the receivership with a different receiver—someone who understands private investments and accounting so that our current contracts retain their value and are allowed to run to completion of three-year commitments.

If you will help in communicating this message to the Judge and SEC, please reach out to the contact info below. Your questions can be answered, and correct contact information for the Judge and SEC provided.

Please send emails to: OEcapitalpartnersinvestors@gmail.com

Call: 469-850-3035

Please LEAVE a message, and you will receive a call-back.

We have banded together and are going to be retaining legal counsel to move this case along, after you have a chance to understand this information we ask for your help in retaining counsel and for your involvement and participation if you are able.

OE Capital Partners Investors:

Charles Alberson

Mary Ellen & Greg Alexander

Shawn Armstrong

Callie Davis

Christine Horne

Karen Maxy

Ronald Miears

Eric Stahl

Walter Toler

Huong Truong

Christina & Michael Underwood

Larry Wheeler

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Patrick

I'm always up for a drink ;)

Cool... let me know when

So, the email is from you?

Or what's happening w all this

No... Dovile is organizing it all, but it's from a group of investors... I told Dovile to include you in the initial group, but it moved so fast that she didn't get a chance to

PH

Patrick

Today 2:21 PM

Hey U! Haven't heard from you in forever & I got this email today that was odd...

Yeah....that's why...investors are mobilizing to get receiver removed, so I had to be absent until now because obviously that would be good for me...but haven't forgotten about you...putting my plans together...you up for a drink this week?

Ahh...

I'm always up for a drink ;)

PH

Patrick

Cool

U free the whole week?

Yep

Cool. I'll let u know

Should I call Dovile to see what's up w/ the email? Or what do I need to do?

I think there is a email or number on that letter...reply to that and she'll get back with you

Ok cool

From: Dovile Soblinskas <Dovile@oecapitalpartners.com>
Date: April 11, 2017 at 1:00:58 PM CDT
To: Kimberly Sims <KSims@palterlaw.com>, Craig Stokley <CStokley@palterlaw.com>
Cc: Rob Castle <rmc@lhlaw.net>
Subject: Re: Receiver's Notice of Violation of Orders

Mr. Stokley,

with all due respect that letter was organized by OE Capital Investors who signed the letter. We are retaining counsel with Rob Castle at Lackey Hershman, LLP and I would like him to be a part of our communications moving forward.

I would also like to discontinue using my old OE email, so please use Dovile.Soblinskas@gmail.com moving forward.

Dovile Soblinskas

Director of Business Development

OE Capital Partners

o. (214) 432-8277

d. (214) 299-8969

1700 Pacific, Suite 3680, Dallas, TX

From: Kimberly Sims <KSims@palterlaw.com>
Sent: Tuesday, April 11, 2017 12:13:06 PM
To: Dovile Soblinskas
Cc: Craig Stokley
Subject: Receiver's Notice of Violation of Orders

Please see the attached correspondence from the Receiver.

KIMBERLY SIMS
Attorney / Member

Preston Commons – East
8115 Preston Road, Suite 600
Dallas, TX 75225
Telephone (214) 888-3106
Facsimile (214) 888-3109
ksims@palterlaw.com



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If any of the information you receive in the email or its attachments appears corrupt or missing, please notify the sender immediately.

From: AV SHG <andreav@sapphirehg.com>
Sent: Monday, April 17, 2017 11:50 AM
To: Craig Stokley
Subject: Conference Call
Attachments: OE Investor Informational Call tomorrow

Andréa Venezio | CEO, Ambulatory Surgery Centers

Direct: (972) 232-7700 | andreav@sapphirehg.com

864 Winchester Drive | Lewisville, TX 75056

[LinkedIn](#) | [@SurgeryRecruit](#) | [Facebook](#)

www.sapphirehealthgroup.com

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Don't stay where you're Tolerated, Go where you're Celebrated!

From: OE Investor <oeapitalpartnersinvestors@gmail.com>
Sent: Monday, April 10, 2017 7:57 PM
To: OE Investor
Subject: OE Investor Informational Call tomorrow

Good evening ,

This email is to attempt to reach out to investors with OE Capital Partners in response to a notification letter written about our current state of receivership on Saturday.

We have had a lot of response and questions. In an attempt to be succinct we held several calls today for the investors who responded over the weekend.

In order to make sure that everyone is provided the same information, we would like to extend another time for a call.

There will another call tomorrow scheduled for 4pm CST, details are below.

Please let us know if you cannot make the call and would like a call back and we will try to accommodate individually. Our first steps is to make sure everyone understands the current state of affairs to our knowledge and our options, and hopefully to agree to seek legal counsel as a group.

Call in information:
Tuesday 4/11 4pm CST

(563) 999 - 1053
access code: 953628

--

OE Capital Ventures Investors

Please send emails to:

OEcapitalpartnersinvestors@gmail.com
469-850-3035

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Quarterly Report Form

REDACTED

Processing Investors Name	POTENTIALID	Original Investment Date	Closing Date	OECP Account Number	Amount	Agent
	zcrm_1469769000000205005		10/18/2015	OECP-1023	\$82,940.75	Darrin Williams
	zcrm_1469769000000205022		10/31/2015	OECP-1040	\$9,500.00	Darrin Williams
	zcrm_1469769000000787021		10/20/2016	OECP-1137	\$7,000.00	Ron Scherer
	zcrm_1469769000000129053	06/11/2015	06/11/2015	OECP-1010	\$23,717.11	Patrick Howard - OECP Internal
	zcrm_1469769000000321001		05/30/2015	OECP-1058	\$17,500.00	Patrick Howard - OECP Internal
	zcrm_1469769000000779017		10/24/2016	OECP-1138	\$103,000.00	Ron Scherer
	zcrm_1469769000000615027		08/12/2016	OECP-1118	\$142,500.00	Ron Scherer
	zcrm_1469769000000398107		04/11/2016	OECP-1082	\$55,000.00	
	zcrm_1469769000000605001		09/13/2016	OECP-1130	\$112,000.00	Ron Scherer
	zcrm_1469769000000266017		12/14/2015	OECP-1051	\$50,000.00	Patrick Howard - OECP Internal
	zcrm_1469769000000577039		08/05/2016	OECP-1119	\$48,000.00	Ron Scherer
	zcrm_1469769000000577029		08/05/2016	OECP-1120	\$168,000.00	Ron Scherer
	zcrm_1469769000000814007		10/20/2016	OECP-1151	\$5,500.00	Ron Scherer
	zcrm_1469769000000167019		10/08/2015	OECP-1029	\$53,500.00	Jackson Clements
	zcrm_1469769000000499019		05/13/2016	OECP-1092	\$20,000.00	Charles Heinzelman
	zcrm_1469769000000844007		12/06/2016	OECP-1145	\$243,500.00	Christine Horne
	zcrm_1469769000000144060	09/23/2015	10/16/2015	OECP-1031	\$18,000.00	Chad Alberson
	zcrm_1469769000000195006		10/20/2015	OECP-1028	\$50,000.00	Chad Alberson
	zcrm_1469769000000499009		05/13/2016	OECP-1093	\$100,000.00	Charles Heinzelman
	zcrm_1469769000000098029	05/11/2015	06/04/2015	OECP-2007	\$287,000.00	Charles Heinzelman
	zcrm_1469769000000482037		05/06/2016	OECP-1094	\$77,700.00	Van Stevens
	zcrm_1469769000000151144	09/29/2015	10/22/2015	OECP-1025	\$81,500.00	TJ Johnson
	zcrm_1469769000000327090		02/02/2016	OECP-1059	\$100,000.00	Patrick Howard - OECP Internal
	zcrm_1469769000000144033		10/05/2015	OECP-1019	\$97,000.00	Christine Horne
	zcrm_1469769000000133029	07/20/2015	08/24/2015	OECP-1016	\$64,000.00	Charles Heinzelman
	zcrm_1469769000000095009	06/09/2015	06/18/2015	OECP-1009	\$42,500.00	Patrick Howard - OECP Internal
	zcrm_1469769000000810001		10/20/2016	OECP-1139	\$14,500.00	Ron Scherer
	zcrm_1469769000000328001		01/15/2016	OECP-1061	\$25,000.00	Patrick Howard - OECP Internal
	zcrm_1469769000000754023		10/20/2016	OECP-1140	\$44,000.00	Ron Scherer
	zcrm_1469769000000838007		01/15/2017		\$70,000.00	Christine Horne
	zcrm_1469769000000259005		11/30/2015	OECP-1044	\$49,000.00	Jackson Clements
	zcrm_1469769000000521005		05/31/2016	OECP-1104	\$50,000.00	Dovile Soblinskas - OECP Internal
	zcrm_1469769000000336015		03/18/2016	OECP-1075	\$106,500.00	Darrin Williams
	zcrm_1469769000000423005		05/23/2016	OECP-1096	\$18,500.00	Jackson Clements
	zcrm_1469769000000393019		03/18/2016	OECP-1077	\$100,000.00	Dovile Soblinskas - OECP Internal
	zcrm_1469769000000130001		10/22/2015	OECP-1021	\$46,431.77	Charles Heinzelman
	zcrm_1469769000000248017		07/31/2015	OECP-1041	\$5,963.13	Charles Heinzelman
	zcrm_1469769000000528009		06/30/2016	OECP-1111	\$104,000.00	Ron Scherer
	zcrm_1469769000000138065		11/02/2015	OECP-1026	\$53,000.00	Charles Heinzelman
	zcrm_1469769000000471021		05/12/2016	OECP-1095	\$50,000.00	Christine Horne
	zcrm_1469769000000259028		12/14/2015	OECP-1054	\$54,000.00	Jackson Clements
	zcrm_1469769000000268046		12/08/2015	OECP-1049	\$29,000.00	Darrin Williams
	zcrm_1469769000000203005		12/08/2015	OECP-1048	\$146,500.00	Darrin Williams
Dovile Soblinskas	zcrm_1469769000000142017		09/30/2015	OECP-1047	\$4,000.00	Dovile Soblinskas - OECP Internal
	zcrm_1469769000000124115	06/29/2015	06/29/2015	OECP-1011	\$25,000.00	Patrick Howard - OECP Internal
	zcrm_1469769000000490005		05/31/2016	OECP-1097	\$812,000.00	Ron Scherer
	zcrm_1469769000000133057		10/19/2015	OECP-1022	\$39,000.00	Patrick Howard - OECP Internal
	zcrm_1469769000000133041		10/12/2015	OECP-1020	\$24,000.00	Charles Heinzelman
	zcrm_1469769000000478001		05/24/2016	OECP-1105	\$64,500.00	Dovile Soblinskas - OECP Internal
	zcrm_1469769000000398129		04/11/2016	OECP-1083	\$62,000.00	
	zcrm_1469769000000552071		06/20/2016	OECP-1107	\$49,000.00	Ron Scherer
	zcrm_1469769000000449005		05/05/2016	OECP-1098	\$57,500.00	Christine Horne
	zcrm_1469769000000545015		06/30/2016	OECP-1112	\$54,500.00	Dovile Soblinskas - OECP Internal
	zcrm_1469769000000095065	05/15/2015	06/01/2015	OECP-1006	\$48,447.22	Patrick Howard - OECP Internal
	zcrm_1469769000000328039	05/15/2015	06/01/2015	OECP-1062	\$50,000.00	Patrick Howard - OECP Internal
	zcrm_1469769000000751009		09/28/2016	OECP-1135	\$75,000.00	Ron Scherer
	zcrm_1469769000000905011		12/21/2016	OECP-1148	\$320,000.00	Ron Scherer
	zcrm_1469769000000327017		02/02/2016	OECP-1063	\$50,000.00	Chad Alberson
	zcrm_1469769000000267136		12/17/2015	OECP-1045	\$100,000.00	Jackson Clements
	zcrm_1469769000000327067		02/10/2016	OECP-1064	\$100,000.00	Jackson Clements
	zcrm_1469769000000168072		10/28/2015	OECP-1032	\$55,500.00	Jackson Clements
	zcrm_1469769000000587015		07/31/2016	OECP-1117	\$366,500.00	Ron Scherer

OECP-1042	\$100,000.00	Darrin Williams
OECP-1053	\$11,500.00	Darrin Williams
OECP-1052	\$23,000.00	Darrin Williams
OECP-1133	\$104,000.00	Christine Horne
OECP-1084	\$98,500.00	Christine Horne
OECP-1056	\$80,000.00	Jackson Clements
OECP-1081	\$66,000.00	Jackson Clements
OECP-1005	\$25,000.00	Patrick Howard - OECP Internal
OECP-1046	\$75,000.00	Patrick Howard - OECP Internal
OECP-1057	\$181,500.00	Christine Horne
OECP-1113	\$176,500.00	Ron Scherer
OECP-1136	\$50,000.00	Christine Horne
OECP-1128	\$50,000.00	Christine Horne
OECP-1099	\$11,000.00	Ron Scherer
OECP-1043	\$50,000.00	Darrin Williams
OECP-1108	\$230,000.00	Ron Scherer
OECP-1114	\$50,500.00	Jackson Clements
OECP-1068	\$50,000.00	Jackson Clements
OECP-1141	\$103,500.00	Christine Horne
OECP-1150	\$25,000.00	Christine Horne
OECP-1116	\$105,000.00	Ron Scherer
OECP-1085	\$50,000.00	Chad Alberson
OECP-1024	\$32,000.00	Chad Alberson
OECP-1037	\$18,000.00	Chad Alberson
OECP-1106	\$100,000.00	Ron Scherer
OECP-1109	\$82,000.00	Ron Scherer
OECP-1100	\$150,000.00	Patrick Howard - OECP Internal
OECP-1050	\$24,000.00	Patrick Howard - OECP Internal
OECP-1038	\$75,000.00	Christine Horne
OECP-1147	\$270,000.00	Ron Scherer
OECP-1035	\$145,000.00	Jackson Clements
OECP-1055	\$50,000.00	TJ Johnson
OECP-1101	\$74,000.00	Christine Horne
OECP-1102	\$12,500.00	Christine Horne
OECP-1115	\$27,000.00	Dovile Soblinskas - OECP Internal
OECP-1091	\$161,563.05	Darrin Williams
OECP-1142	\$11,500.00	Ron Scherer
OECP-1030	\$141,500.00	Jackson Clements
OECP-1076	\$58,500.00	Darrin Williams
OECP-1015	\$9,000.00	Charles Heinzelman
OECP-1065	\$127,500.00	Jackson Clements
OECP-1143	\$121,500.00	Dovile Soblinskas - OECP Internal
OECP-1066	\$17,000.00	Patrick Howard - OECP Internal
OECP-1086	\$60,000.00	Dovile Soblinskas - OECP Internal
OECP-1088	\$44,500.00	Jackson Clements
OECP-1087	\$5,500.00	Jackson Clements
OECP-1134	\$100,000.00	Jackson Clements
OECP-1018	\$300,000.00	Jackson Clements
OECP-1001	\$100,000.00	Patrick Howard - OECP Internal
OECP-1121	\$108,000.00	Ron Scherer
OECP-1144	\$109,500.00	Ron Scherer
OECP-1078	\$181,000.00	Jackson Clements
OECP-1089	\$44,500.00	Jackson Clements
OECP-1146	\$270,000.00	Ron Scherer
OECP-1132	\$201,000.00	Ron Scherer
OECP-1129	\$70,000.00	Ron Scherer
OECP-1069	\$50,000.00	Dovile Soblinskas - OECP Internal
OECP-1070	\$58,476.51	Jackson Clements
OECP-1149	\$50,000.00	Christine Horne
OECP-1122	\$49,500.00	Christine Horne
OECP-1033	\$212,500.00	Jackson Clements
OECP-1003	\$50,000.00	Patrick Howard - OECP Internal
OECP-1013	\$25,000.00	Patrick Howard - OECP Internal
OECP-1110	\$100,000.00	Christine Horne
OECP-1131	\$100,000.00	Tico Ma

APP_60

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 OECP-1125

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 \$50,000.00 Tico Martinez
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 \$16,000.00 Ron Scherer
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 \$349,000.00 Darrin Williams
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 \$38,500.00 Ron Scherer

REDACTED

Total records in this page :152 Records

Report Generated by : Cristina Cason

Generated on : 02/23/2017 12:01 PM

From: AV SHG <andreav@sapphirehg.com>
Sent: Tuesday, April 11, 2017 4:36 PM
To: Craig Stokley
Subject: FW: Receivership information
Attachments: OE Investment Validation and Return strategy.pdf

Andréa Venezia | CEO, Ambulatory Surgery Centers

Direct: (972) 232-7700 | andreav@sapphirehg.com

864 Winchester Drive | Lewisville, TX 75056

[LinkedIn](#) | [@SurgeryRecruit](#) | [Facebook](#)

www.sapphirehealthgroup.com

**Please Note: Our Corporate Office has Moved! New address listed above.*



Don't stay where you're Tolerated, Go where you're Celebrated!

From: OE Investor [mailto:oeapitalpartnersinvestors@gmail.com]
Sent: Tuesday, April 11, 2017 3:38 PM
To: OE Investor <oeapitalpartnersinvestors@gmail.com>
Subject: Receivership information

Dear OE Investors,

Thank you to those who have participated in the calls and information exchanges over the last two days. Our efforts have gotten the receiver to inform us of the situation at OE Capital Partners and that something has changed with our investment.

PLEASE NOTE: We have royalty revenue contracts, equity positions, and inventory in our OE Capital Ventures name that we own. The receiver is now in control of our contracts and is renegotiating these contracts without informing us. We would like to regain management of our fund by removing the receivership or modify the receivership order so that these contracts can retain their value. It is not our intent to fight the injunctions or the case against OE Capital Partners, because our goal is to KEEP the value of our contracts and protect our money. It is our goal to renegotiate these contracts with understanding the value behind them.

We are meeting with council tomorrow and will further advise you of actions that can be taken if you are willing to participate.

Thank you for your patience and support of this effort.

Please review the document attached that was created by OE Staff explaining the value of our contracts back in February. This is now semi outdated because it does not take into consideration the NEGOTIATIONS that have already occurred. This is not an inclusive list of our assets and was generated by OE Capital Partners staff but we will provide 3rd party validation on these values so you can understand that our investments in these companies have value.

This is a critical time to understand our rights in this matter and try to regain control of our long term investment as originally planned.

--

OE Capital Ventures Investors

Please send emails to:

OEcapitalpartnersinvestors@gmail.com

469-850-3035

Disclaimer:

This is a collective email address and was created to streamline communications during the receivership. Items stated within this communication is true to the collective knowledge of the investor base and may change as events develop. Communications sent via this email are not a reflection of a single author but a collective response to the best of the ability of OE Capital Ventures Investor pool and may not reflect the opinion of all investors individually.

Investment Return Generation Plan for OE Capital Partners

The purpose of this document is to explain in detail the execution of the strategies, if OE Capital had been allowed to continue to operate, that would have driven maximum value to the investors. Additionally, it will detail an execution strategy that will get maximum value to investors.

UNEQUAL TECHNOLOGIES

Current Valuation - \$150M

Stocks owned 666, 667 @ 1.50 per share

2:1 preferred liquidation guarantee

Revenue Participation Agreement

Collateralized Inventory value - \$1M

Royalty Capture 15%

Payback is 1.5X within 18 months, or 2x within 36 months

5000 additional options upon \$5 million in revenue

Another 5000 additional options upon \$10 million in revenue

Unequal also is going through an FDA approval process with the Commotio Cortis product. This will enhance the value of the stock significantly.

With a Change of Control within the Royalty financing agreement, OE will receive the full return of the revenue capture. This would be either 3.5M or 4M dollars. Therefore, it is crucial not to settle the agreement, but to let it ride out. With the Preferred Liquidation of the shares the value that would come out of a sale of Unequal would be \$5.5M or greater. This doesn't include calculations for the additional options.

OE's value was to help drive sales and marketing starting with local DFW market sales and eventually going national. The sales effort is to assist the value in the marketplace as Deutsche Bank took Unequal to Banks and Strategic companies for an eventual sale.

These are the activities that OE was participating in to help drive the value and return

- **Marketing support for Unequal strategic partners**
- **Digital Strategies/Social Media/SEO**
- **Development of Ecommerce Channels**

- **Business Development efforts into Specialty Retailers**
- **Input and direction into local and national PR strategies**

Additionally, given the FDA product, in the case that a sale didn't occur, the next plan was to execute an S1 with Unequal for an eventual public event.

We feel that having the receiver renegotiate an early exit from this company is not in the best interest of our investors and would cause investor loss over time. We need the OE executive team to execute against these strategies and continue to be an influence in Unequal's marketing direction.

WHRZT

Current valuation is approximately \$12M based on most recent round A financing that WHRZT is in which WHRZT is currently engaged. OE has invested 2.1M in WHRZT with a 3X multiple on the return in 3 yrs.

To help secure the financing of round A, OE agreed to convert 250k to equity. This has since been negotiated to 500k of equity. Also, upon the closure of the round, there would be 500k in cash paid to OE as a catch up. The 500k in cash would be used as catch up. In addition OE loaned WHRZT 150k to bridge the company to the round A. This loan would get paid back with a 20k interest payment, bring the total to 670k. Estimated closing of round A is end of Q1. This round has now been halted because of the receivership and trying to strike a cheaper deal, that is less advantageous to OE investors for a shorter term gain.

This payment alone would have made OE Capital Partners **solvent through mid-year 2018**. Please review attached solvency document.

The agreement at that point was to convert the remaining about, about 1.3M adding accrued interest to a standard debt payment at 12%. That would have produced a monthly payment of 15.6k for the remaining term of the investment or 280k. The 1.3M would be paid as a balloon payment on or before the end of the term at 3x or 3.6M. The plan for WHRZT was to raise a round B in late 2017, and have an early pay off of the debt.

The following activities are how OE would assist WHRZT;

- **Digital Marketing Strategies**
- **AutoZone Introduction**
- **Department of Transportation**
- **In-App advertising revenues**
- **Local marketing and PR**
- **Financial positioning and strategy for additional capital negotiations**

OE WELLNESS

OE Wellness is the product of an investment the OE made into Ducourt Consulting. With a 365k investment, and an agreement for future funding, the Ducourt Board resolved to sell 69% of the company to OE Capital Partners. Contingent on OE's taking control of the company was the ability to obtain a contract with AON (world's 2nd largest insurer) and subsequently AAA (30M affinity membership program).

OE has been working on suppling direct to consumer telemedicine for over a year. We have a master of services agreement with AON and were signed up with our first AAA club. Due to the receivership, the relationship was not allowed to be pursued and now the company and the contracts are in jeopardy. Our receiver saw no "value" in pursuing a contract to distribute telehealth through a nationally acclaimed brand in an industry that sells for multiples of over 20X because there would have to be small capital outlay. OE Capital Partners would like an opportunity to salvage this relationship because the upside for the investors if we are successful is tremendous.

From: Charles Heinzelman <cheinzelman@c4bg.com>
Sent: Thursday, April 13, 2017 10:25 AM
To: Craig Stokley; Edwin B. Kagan
Subject: Fwd: Obtaining legal counsel

This is my father and he never talked nor responded to them and is still not. Just an FYI

Regards and Best Wishes,

Charles W. Heinzelman IV
President & C.E.O.
C4 Benefits Group, Inc
(800) 708-8033 ext. 101



"There's no talent here, this is hard work. This is an obsession. Talent does not exist, we are all equals as human beings. You could be anyone if you put in the time. You will reach the top and that's that. I am not talented, I am obsessed." ...
Conor McGregor

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

From: Charlie Heinzelman <charlie.heinzelman@gmail.com>
Date: Thu, Apr 13, 2017 at 10:17 AM
Subject: Fwd: Obtaining legal counsel
To: Pete Heinzelman <cheinzelman@c4bg.com>

You get this?

Charles W Heinzelman

Sent from iPhone

Begin forwarded message:

From: OE Investor <oeapitalpartnersinvestors@gmail.com>
Date: April 12, 2017 at 4:51:10 PM CDT
To: OE Investor <oeapitalpartnersinvestors@gmail.com>
Subject: Obtaining legal counsel

Dear OE Capital Partners Investor,

Case 3:17-cv-00420-L Document 58 Filed 04/19/17 Page 72 of 82 PageID 1629
Thank you for remaining calm in this matter. We understand that there has been a lot of information that has been received over the last 5 days that may be confusing however, we will work diligently to provide information as it becomes available. Please add this email address to your address books so that our emails reach you.

Here is the update from our meeting with attorneys today:

- We are moving forward retain counsel per our original communication on April 8th.
- Receiving this email means you are marked YES for representation as an OE Investor in this case.
- Please reply this email if this is incorrect.
- The attorneys will be reaching out to the SEC about our case to try to REMOVE or MODIFY the receivership and allow the investors control over OE Capital Partners contracts so that we can have a knowledgeable manager renegotiate the positions of what we own. WE are not trying to entering litigation, but hope to accomplish this through negotiations.
- We believe this option is better than allowing Craig Stokely, the court appointed receiver, to liquidate our investments without proper understanding of the value of our contracts.
- All investors that say “yes to retaining counsel” will be represented. We will be going to the SEC to make our claim and believe we have a better position if we are together.
- We ask for a pledge of \$500 to cover legal fees that can be sent directly to law firm, **HOWEVER, payment is not required to be a part of this action.** Thank you to all those investors who have made their pledge already.
- The law firm will provide a portal where all documents and actions will be listed but the attorneys will meet with 2-3 investors to ease communication in order to keep legal costs as low as possible. We will set up a new email to communicate with those to choose to be represented.
- Currently a majority of investors have signed up to be represented by counsel.

For those that need more information, please reply with the best number and time to reach you and you will receive a call back today because we do have to move quickly in this manner. All other information will be dispersed through portals and streamlined communication to ease burden on the individuals involved in this efforts coordination.

Below is what we know currently about our position.

✓ Our investment contracts hold value in revenue based contracts, inventory and stock certificates.

✓ The receiver, Craig Stokley, is now in control of all of our investments.

✓ The receiver has the opportunity to charge us the investors \$120,000 in the first 30 days for “handling” our investment fund FROM our investment dollars.

✓ He is also able to bill us for the time that HIS law firm spends liquidating our investments.

✓ The OE Capital Partners investment team has offered to help the receiver in any way that they can and were barred from all conversation with our portfolio companies and us the investors.

✓ We signed up for a long-term investment. Trying to liquidate for pennies on the dollar is not the best outcome for us the investors.

✓ The contract he has been negotiating with our portfolio company WHRZT is stopping WHRZT from raising money from which OE was supposed to get payments from.

✓ We are a “going concern”—there are ongoing contracts and real operating entities that our investments touch—which implies that we should not have a receiver handling our contracts.

✓ We have no legal representation.

✓ The receiver has not informed us that there were any changes at OE Capital and our investment position UNTIL Investors banded together and informed the majority of the group.

There is no guarantee in our outcome or our efforts, but we do want our voices heard in this matter want to protect our investment to the best of our ability.

--

OE Capital Ventures Investors

Please send emails to:

OEcapitalpartnersinvestors@gmail.com

[469-850-3035](tel:469-850-3035)

Disclaimer:

This is a collective email address and was created to streamline communications during the receivership. Items stated within this communication is true to the collective knowledge of the investor base and may change as events develop. Communications sent via this email are not a reflection of a single author but a collective response to the best of the ability of OE Capital Ventures Investor pool and may not reflect the opinion of all investors individually.

Voice Mail Message 4/13/2017

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

SECURITIES AND EXCHANGE)	
COMMISSION,)	
)	
PLAINTIFF,)	
)	CIVIL ACTION
VS.)	
)	NO. : 3:17CV-420-L
PATRICK O. HOWARD; HOWARD)	
CAPITAL HOLDINGS, LLC; AND)	
OPTIMAL ECONOMICS CAPITAL)	
PARTNERS, LLC,)	
DEFENDANTS.		

VOICE MAIL MESSAGE

FROM DOVILE SOBLINSKAS

APRIL 13, 2017

CONSTANTIN & ASSOCIATES
817-919-0167

APP_70

Voice Mail Message 4/13/2017

1 (Beginning of recording.)

2 MS. SOBLINSKAS: Good morning, Andrea. This is
3 Dovile calling. I'm not sure if you've seen
4 communication over the last week between OE Capital
5 Partners Investors regarding the receivership that was
6 placed on OE. We are moving forward with counsel, and I
7 am just calling to see, I need verbal confirmation if
8 people want to be represented by the majority counsel in
9 order to try to remove or modify the receivership, try
10 to remain -- maintain some of our contract caps
11 (inaudible).

12 If you can just give me a quick call back
13 or a quick -- my work e-mail and my work phone don't
14 work, so (708) 307-9351. And then if you haven't seen
15 any communication, look at your spam for
16 OECapitalPartnersInvestors@gmail.com. I look forward to
17 hearing from you.

18 (End of recording.)

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CONSTANTIN & ASSOCIATES
817-919-0167

APP_71

Voice Mail Message 4/13/2017

1 COUNTY OF TARRANT *

2 STATE OF TEXAS *.

3 I, SUSAN M. CONSTANTIN, Certified Shorthand
4 Reporter in and for the State of Texas, do hereby
5 certify that the foregoing is a correct transcription
6 from the audio recording of the proceedings in the
7 above-entitled matter.

8 I further certify that I am neither counsel
9 for, related to, nor employed by any of the parties to
10 the action in which this recording was taken, and
11 further that I am not financially or otherwise
12 interested in the outcome of the action.

13 Given under my hand and seal of office on
14 this the 13th day of April, 2017.

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Susan M. Constantin, CSR #3812
Certified Shorthand Reporter
CONSTANTIN & ASSOCIATES

20

Post Office Box 170597

21

Arlington, Texas 76003-0597

Office/Cell: 817-919-0167

22

My commission expires: 12-31-18

23

24

25

CONSTANTIN & ASSOCIATES
817-919-0167

APP_72

From: Ron Scherer <rondscherer@gmail.com>
Sent: Thursday, April 13, 2017 6:05 PM
To: Katie Burkhart
Subject: Re: Receiver's Notice of Former Employees Violation of Order Appointing Receiver

Katie,

Please don't ignore my question. I have NOT sent any information to any investor. I want to know exactly what Craig Stokley is accusing ME of, simple question which demands a simple answer. I have had a very good working relationship with Attorney's for 25 years. If you refuse to explain to me why I am in contempt, then I ask you to please stop sending me an email that is accusing me of something I have not done.

I find it to be totally unprofessional to accuse me of something I have not done and pathetic to say the least, you ignore my request why I am in contempt.

I consider this matter closed since you find it in your best interest to ignore my request what I am guilty of.

Ron

On Thu, Apr 13, 2017 at 3:03 PM, <rondscherer@gmail.com> wrote:
Katie,

Please clarify what Stokley is accusing me of. I have NOT sent out anything to investors. I do NOT appreciate being accused of something I have not done.

Sent from my iPhone

On Apr 13, 2017, at 12:16 PM, Katie Burkhart <KBurkhart@palterlaw.com> wrote:

Mr. Scherer:

Attached please find *Receiver's Notice of Former Employees' Violation of Order Appointing Receiver* which has been filed with the U.S. District Court, Northern District of Texas on this date. Please note that you will also receive a copy of this Notice via regular, U.S. Mail.

Thank you,

Katie Burkhart

KATIE BURKHART

<image001.jpg>

Senior Paralegal

Preston Commons – East

8115 Preston Road, Suite 600

Dallas, TX 75225

Telephone [\(214\) 888-3122](tel:(214)888-3122)

Facsimile [\(214\) 888-3109](tel:(214)888-3109)

kburkhart@palterlaw.com

IRS CIRCULAR 230 DISCLOSURE: To ensure compliance with requirements imposed by U.S. Treasury Regulations, we inform you that, unless otherwise expressly stated, any tax advice contained in this communication, including any attachment(s), was and is not intended or written to be used, and cannot be used, for the purpose of (1) avoiding penalties pursuant to U.S. law, including the Internal Revenue Code, or (2) promoting, marketing or recommending to another party any transaction or matter addressed herein, and such taxpayer should seek advice on the taxpayer's particular circumstances from an independent tax advisor.

CONFIDENTIALITY NOTICE: This email and any files accompanying its transmission is confidential and may contain information that is legally privileged, confidential attorney-client communication, or both, and should be read or retained only by the intended recipient. If you have received this email transmission in error or are not the intended recipient, please immediately notify the sender by reply e-mail, and then destroy all copies of the transmission.

If any of the information you receive in the email or its attachments appears corrupt or missing, please notify the sender immediately.

<Receiver's Notice to Former Employees' Violations.pdf>

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The information contained in and accompanying this communication ("Communication") is confidential, proprietary, may be privileged, or otherwise protected from disclosure. This Communication is intended only for review and use of the intended recipient(s). If you are not an intended recipient, please notify the sender immediately, delete this Communication from your system, do not copy, distribute, disclose or otherwise act upon any part of this Communication, and note that any use, disclosure, review, or taking of any action in reliance on this Communication is expressly prohibited. No rights of any kind with respect to any copyright, patent, intellectual and other property rights in connection with the information contained in this Communication are licensed, assigned or otherwise passed to persons accessing this information.

This Communication does not constitute an offer or invitation to anyone to invest in any particular investment or investment vehicle and has not been prepared in connection with any such offer. This Communication does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation. It is your responsibility to be aware of the applicable laws and regulations.

Investment in any financial instrument can carry significant risks. Past performance is not a guarantee or indication of future results. The value of your investment and the income from it will vary and your initial investment amount cannot be guaranteed.

This Communication is not intended to provide, and should not be relied on for, accounting, legal or tax advice. The information and opinions contained in this Communication are derived from proprietary and non-proprietary sources we deem as reliable; however, we provide no warranty of accuracy or reliability to any of the contents of the Communication. Unless expressly authorized in writing by us, any views and opinions expressed in this Communication are the author's own and may not reflect our views and opinions. Information sent via email may not be secure. Emails may be corrupted by computer viruses, network errors, or may be intercepted during transmission and exposed to third parties, and as a consequence, emails that we send or receive may not be accurately replicated on the system without our or the intended recipient's knowledge. Please note that we reserve the right to intercept, monitor, and retain e-mail messages to the extent permitted by applicable law.

From: AV SHG <andreav@sapphirehg.com>
Sent: Monday, April 17, 2017 12:02 PM
To: Craig Stokley
Subject: Pledge \$500
Attachments: Decision to retain counsel

Andréa Venezio | CEO, Ambulatory Surgery Centers

Direct: (972) 232-7700 | andreav@sapphirehg.com

864 Winchester Drive | Lewisville, TX 75056

[LinkedIn](#) | [@SurgeryRecruit](#) | [Facebook](#)

www.sapphirehealthgroup.com

**Please Note: Our Corporate Office has Moved! New address listed above.*



Don't stay where you're Tolerated, Go where you're Celebrated!

From: OE Investor <oecapitalpartnersinvestors@gmail.com>
Sent: Wednesday, April 12, 2017 4:40 PM
To: OE Investor
Subject: Decision to retain counsel

Dear OE Capital Partners Investor,

Thank you for remaining calm in this matter. We understand that there has been a lot of information that has been received over the last 5 days that may be confusing however, we will work diligently to provide information as it becomes available. Please add this email address to your address books so that our emails reach you.

Here is the update from our meeting with attorneys today:

- We are moving forward retain counsel per our original communication on April 8th.
- The attorneys will be reaching out to the SEC about our case to try to REMOVE or MODIFY the receivership and allow the investors control over OE Capital Partners contracts so that we can have a knowledgeable manager renegotiate the positions of what we own.
- We believe this option is better than allowing Craig Stokely, the court appointed receiver, to liquidate our investments without proper understanding of the value of our contracts.
- All investors that say “yes to retaining counsel” will be represented. We will be going to the SEC to make our claim and believe we have a better position if we are together.
- We ask for a pledge of \$500 to cover legal fees that can be sent directly to law firm, **HOWEVER, payment is not required to be a part of this action.** Thank you to all those investors who have made their pledge already.
- The law firm will provide a portal where all documents and actions will be listed but the attorneys will meet with 2-3 investors to ease communication in order to keep legal costs as low as possible. We will set up a new email to communicate with those to choose to be represented
- Currently a majority of investors have signed up to be represented by counsel.

For those that need more information, please reply with the **best number and time** to reach you and you will receive a call back today because we do have to move quickly in this manner.

- ✓ Our money has been invested into real companies (not the case in a ponzi scheme).
- ✓ Our investment contracts hold value in revenue based contracts, inventory and stock certificates.
- ✓ The receiver, Craig Stokley, is now in control of all of our investments.
- ✓ The receiver has the opportunity to charge us the investors \$120,000 in the first 30 days for “handling” our investment fund FROM our investment dollars.
- ✓ He is also able to bill us for the time that HIS law firm spends liquidating our investments.
- ✓ The OE Capital Partners investment team has offered to help the receiver in any way that they can and were barred from all conversation with our portfolio companies and us the investors.
- ✓ We signed up for a long-term investment. Trying to liquidate for pennies on the dollar is not the best outcome for us the investors.
- ✓ The contract he has been negotiating with our portfolio company WHRZT is stopping WHRZT from raising money from which OE was supposed to get payments from.
- ✓ We are a “going concern”—there are ongoing contracts and real operating entities that our investments touch—which implies that we should not have a receiver handling our contracts.
- ✓ We have no legal representation.
- ✓ The receiver has not informed us that there were any changes at OE Capital and our investment position UNTIL Investors banded together and informed the majority of the group.

There is no guarantee in our outcome or our efforts, but we do want our voices heard in this matter want to protect our investment to the best of our ability.

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OE Capital Ventures Investors

Please send emails to:

OEcapitalpartnersinvestors@gmail.com

469-850-3035

Disclaimer:

This is a collective email address and was created to streamline communications during the receivership. Items stated within this communication is true to the collective knowledge of the investor base and may change as events develop. Communications sent via this email are not a reflection of a single author but a collective response to the best of the ability of OE Capital Ventures Investor pool and may not reflect the opinion of all investors individually.