

**OCEANIC RESEARCH & RECOVERY, INC.**

c/o Shareholder Vote, Ltd.  
2100 Manchester Road Suite 615  
Wheaton, IL 60187

**Notice of Special Meeting of Stockholders**

April 3, 2017

To the Stockholders of Oceanic Research & Recovery, Inc.

Please be advised that on August 25, 2016 the District Court of Clark County, Nevada appointed Barton Hollow Limited Liability Co. as court-appointed custodian of Oceanic Research & Recovery, Inc. As court-appointed custodian, Barton Hollow is charged with rehabilitating the company for the benefit of its stockholders. An integral element of this process is to hold a meeting of the company's stockholders. Accordingly, notice is hereby given that a Special Meeting of Stockholders of Oceanic Research & Recovery, Inc. a Nevada corporation (the "Company"), will be held at the offices of McCusker Holding Corp located at 4508 Colleyville Boulevard Colleyville, TX 76034 on April 21, 2017 at 12:00 p.m. local time, for the following purposes:

1. Adopt the restated bylaws of the Company;
2. The election of the following nominee(s) to serve as the directors of the Company until the next meeting of its Stockholders: Will McCusker, Roxann McCusker, and Kelly Brands
3. To transact any other business as may properly come before the Special Meeting or any adjournment(s) thereof.

**Who May Attend the Meeting?**

Only shareholders and persons holding proxies from shareholders may attend the meeting.

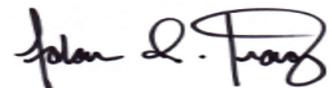
**Record Date:**

The record date for the meeting is April 14, 2017. This means that if you own stock of the Company at the close of business on that date, you are entitled to receive notice of the meeting and vote at the meeting and any adjournments or postponements of the meeting.

**Proxy Voting:**

Your vote is important. Please vote and return your proxy card promptly so your shares can be represented at the meeting even if you plan to attend. You may mail your proxy card as follows: **Shareholder Vote, LTD, 2100 Manchester Road Suite 615 Wheaton, IL 60187**. You may also elect to deliver your proxy card via email to: [vote@shareholder.vote](mailto:vote@shareholder.vote).

Barton Hollow, LLC, as Court Appointed  
Custodian for Oceanic Research & Recovery, Inc.



**OCEANIC RESEARCH & RECOVERY, INC.**

c/o Shareholder Vote, Ltd.  
2100 Manchester Road Suite 615  
Wheaton, IL 60187

April 3, 2017

**PROXY STATEMENT  
SPECIAL MEETING OF STOCKHODLER APRIL 7, 2017**

This proxy statement is furnished to stockholders in connection with the solicitation of proxies by the Court-Appointed Custodian of Oceanic Research & Recovery, Inc. (the "Company", "we", "our", or "us") in connection with the Special meeting of stockholders of the Company to be held on April 21, 2017 at 12:00 p.m. (local time) at McCusker Holding Corp located at 4508 Colleyville Boulevard Colleyville, TX 76034 (the "Special Meeting").

Additional copies of this proxy statement, notice of meeting, form of proxy, and directions to be able to attend the meeting and vote in person, may be obtained from the Company's Secretary, 4508 Colleyville Boulevard Colleyville, TX 76034.

**SOLICITATION AND REVOCABILITY OF PROXIES**

The enclosed proxy for the Special Meeting is being solicited by the Court Appointed Custodian of the Company. Stockholders of record may vote in person, by mail or email. If you choose to vote by mail or email, please mark, date and sign the proxy card, and then return it to the Company. Any person giving a proxy may revoke it at any time prior to the exercise thereof by filing with the Secretary of the Company a written revocation or duly executed proxy bearing a later date. The proxy may also be revoked by a stockholder attending the Special Meeting, withdrawing the proxy and voting in person.

The expense of preparing, printing and mailing the form of proxy and the material used in the solicitation thereof will be borne by the Court Appointed Custodian. It is anticipated that banks, brokerage houses and other institutions, custodians, nominees, fiduciaries or other record holders will be requested to forward the soliciting material to persons for whom they hold shares and to seek authority for the execution of proxies; in such cases, the Company will reimburse such holders for their charges and expenses.

**VOTING SECURITIES**

The close of business on April 14, 2017 has been fixed as the record date for determination of the stockholders entitled to notice of, and to vote at, the Annual Meeting. As of the date hereof, there are 1,469,390,511 shares of common stock, each of which is entitled to one vote on each matter at the Annual Meeting. Pursuant to the Company's bylaws the vote of a majority of shares of common stock either present in person or represented by proxy and entitled to vote will be required to ratify the actions proposed at the Special meeting.

The presence, in person or by properly executed proxy, of the holders of shares of common stock entitled to cast a majority of all the votes entitled to be cast at the Special Meeting is necessary to constitute a quorum. Holders of shares of common stock represented by a properly signed, dated and returned proxy will be treated as present at the Special Meeting for purposes of determining a quorum. Proxies relating to "street name" shares that are voted by brokers will be counted as shares present for purposes of determining the presence of a quorum, but will not be treated as votes cast at the Special Meeting as to any proposal as to which the brokers do not have voting instructions and discretion. These missing votes are known as "broker non-votes."

## QUESTIONS AND ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING

### **Why am I receiving these materials?**

We are sending you this proxy statement and the enclosed proxy card because the Court Appointed Custodian of the Company is soliciting your proxy to vote at the Special Meeting. We invite you to attend the Special Meeting and request that you vote on the proposals described in this proxy statement. The meeting will be held on April 21, 2017 at 12:00 p.m. (local time) at McCusker Holding Corp located at 4508 Colleyville Boulevard Colleyville, TX 76034. However, you do not need to attend the meeting to vote your shares. Instead, you may simply complete, date, sign and return the enclosed proxy card or follow the instructions on the enclosed proxy card to vote via the Internet or by telephone. We are mailing this proxy statement, the accompanying proxy card, to all stockholders of record entitled to vote at the Special Meeting.

### **Who can vote at the annual meeting?**

Only stockholders of record at the close of business on April 14, 2017 the record date for the Special Meeting, will be entitled to vote at the Special Meeting. As of the date hereof, there were 1,469,390,511 shares of common stock (each entitled to one vote) outstanding.

#### *Stockholder of Record: Shares Registered in Your Name*

If on April 14, 2017, your shares of Company common stock were registered directly in your name with our transfer agent, Interstate Transfer Co, then you are a stockholder of record. As a stockholder of record, you may vote in person at the Special Meeting, or vote by proxy. Whether or not you plan to attend the meeting, we urge you to fill out and return the enclosed proxy card to ensure your vote is counted.

#### *Beneficial Owner: Shares Registered in the Name of a Broker or Bank*

If on April 14, 2017, your shares of Company common stock were held in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in "street name" and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Special Meeting. As a beneficial owner, you have the right to direct your broker or other agent on how to vote the shares in your account. You are also invited to attend the Special Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the Special Meeting unless you request and obtain a signed letter or other valid proxy from your broker or other agent.

### **What am I voting on?**

There are two matters scheduled for a vote at the Special Meeting: (1) to approve the restated bylaws of the Company; (2) to appoint Will McCusker, Roxann McCusker, Kelly Brands as Officer/Directors of the Company.

The Court-Appointed Custodian does not intend to bring any other matters before the meeting and is not aware of anyone else who will submit any other matters to be voted on. However, if any other matters properly come before the meeting, the people named on the proxy card, or their substitutes, will be authorized to vote on those matters in their own judgment.

### **How many votes do I have?**

On each matter to be voted upon, you have one vote for each share of common stock you owned as of April 14, 2017.

### **What is the quorum requirement?**

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if a majority of the outstanding shares of common stock entitled to vote are present or represented by proxy at the meeting.

Your shares will be counted towards the quorum only if you submit a valid proxy, have voted via the Internet, have voted via telephone or vote in person at the Special Meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, a majority of the votes present at the Special Meeting may adjourn the meeting to another date.

### **How do I vote?**

The procedures for voting are set forth below:

#### *Stockholder of Record: Shares Registered in Your Name*

If you are a stockholder of record, you may vote in person at the Special Meeting or vote by proxy using the enclosed proxy card. Whether or not you plan to attend the Special Meeting, we urge you to vote by proxy, via the Internet or by telephone to ensure your vote is counted. You may still attend the Special Meeting and vote in person if you have already voted by proxy. You may vote as follows:

- To vote in person, come to the Special Meeting and we will give you a ballot when you arrive.
- To vote using the proxy card, simply complete, date and sign the enclosed proxy card and return it promptly by mail courier or email at [vote@shareholder.vote](mailto:vote@shareholder.vote). If you return your signed proxy card to us before the Special Meeting, we will vote your shares as you direct.

#### *Beneficial Owner: Shares Registered in the Name of Broker or Bank*

If you hold your shares in "street name" and thus are a beneficial owner of shares registered in the name of your broker, bank or other agent, you must vote your shares in the manner prescribed by your broker or other nominee. Your broker or other nominee has enclosed or otherwise provided a voting instruction card for you to use in directing the broker or nominee how to vote your shares. Check the voting form used by that organization to see if it offers internet or telephone voting. To vote in person at the Special Meeting, you must obtain a valid proxy from your broker, bank or other agent. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a proxy form.

### **How are votes counted?**

You may either vote "FOR" or "WITHHOLD" authority to vote for each nominee for the board of directors. You may vote "FOR", "AGAINST" or "ABSTAIN" on any other proposals.

If you submit your proxy but abstain from voting or withhold authority to vote on one or more matters, your shares will be counted as present at the meeting for the purpose of determining a quorum. Your shares also will be counted as present at the meeting for the purpose of calculating the vote on the particular matter with respect to which you abstained from voting or withheld authority to vote.

If you abstain from voting on a proposal, your abstention has the same effect as a vote against that proposal, except, however, an abstention has no effect on the election of directors. *See "How many votes are needed to approve each Proposal?"*

If you hold your shares in street name and do not provide voting instructions to your brokerage firm, it may still be able to vote your shares with respect to certain "discretionary" (or routine) items, but it will not be allowed to vote your shares with respect to certain "non-discretionary" items. In the case of non-discretionary items, for which no instructions are received, the shares will be treated as "broker non-votes". Shares that constitute broker non-votes will be counted as present at the meeting for the purpose of determining a quorum, but will not be considered entitled to vote on the proposal in question. Your broker does not have discretionary authority to vote shares for the election of directors.

**How many votes are needed to approve each Proposal?**

A majority of the common stock issued and outstanding are required to approve each proposal.

**Can I change my vote after submitting my proxy?**

Yes. You can revoke your proxy at any time before the final vote at the Special Meeting. If you are a stockholder of record, you may revoke your proxy in any one of four ways:

- You may submit another properly completed proxy card with a later date.
- You may send a written notice that you are revoking your proxy to Corporate Secretary, 4508 Colleyville Boulevard Colleyville, TX 76034
- You may attend the Special Meeting and vote in person. Simply attending the Special Meeting will not, by itself, revoke your proxy.
- If you hold your shares in street name, contact your broker or other nominee regarding how to revoke your proxy and change your vote.

**How can I find out the results of the voting at the Special Meeting?**

Preliminary voting results will be announced at the Special Meeting. Final voting results will be published in within four (4) business days after the Special Meeting.

**What does it mean if I receive more than one proxy card?**

If you receive more than one proxy card, your shares are registered in more than one name or are registered in different accounts. Please complete, date, sign and return each proxy card, or vote your shares via the Internet or by telephone for each proxy card you received to ensure that all of your shares are voted.

**Who is paying for this proxy solicitation?**

All of the expenses involved in preparing, assembling and mailing these proxy materials and all costs of soliciting proxies will be paid by the Court Appointed Custodian. We will reimburse the Court Appointed Custodian for such costs. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

**When are stockholder proposals due for next year's annual meeting?**

Our stockholders also may submit proposals for inclusion in the proxy material. These proposals must meet the stockholder eligibility and other requirements of the Securities and Exchange Commission (the "SEC"). To be considered for inclusion in next year's proxy materials, you must submit your proposal in writing by April 14, 2017 to our 4508 Colleyville Boulevard Colleyville, TX 76034 .

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table shows the amount of our common stock beneficially owned as of the date hereof by (i) each person or group as those terms are used in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), believed by us to beneficially own more than 5% of our common stock, (ii) each of our directors, (iii) each of our executive officers, and (iv) all of our directors and executive officers as a group. Except as otherwise noted, each person named in the table has sole voting and investment power with respect to all shares shown as beneficially owned by them, subject to applicable community property laws.

<b>Stockholder Name</b>	<b>No. of Shares Owned</b>	<b>Percentage (%) of Shares Owned</b>
Willard L. McCusker	1,000,000,000	68.05%

### PROPOSAL 1 ADOPT RESTATED BYLAWS OF THE COMPANY

The Court Appointed Custodian has submitted to the Company's stockholders for approval the ratification and adoption of the Restated Bylaws of the Company. A copy of the Restated Bylaws can be found here: <https://www.otcmarkets.com/stock/ORRV/filings>.

The affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy at the Special Meeting and entitled to vote on the matter is needed to approve the adoption of the Restated Bylaws of the Company.

#### RECOMMENDATION OF THE CUSTODIAN FOR PROPOSAL NO. 1:

**THE COURT APPOINTED CUSTODIAN RECOMMENDS A VOTE IN FAVOR OF THE ADOPTION OF THE RESTATED BYLAWS OF THE CORPORATION.**

### PROPOSAL 2 ELECTION OF DIRECTORS

At this Special Meeting, one (1) comprising the entire membership of the Board of Directors, are to be elected. The elected director will serve until the Company's next annual meeting of stockholders and until a successor is elected and qualified.

All nominee(s) have consented to serve if elected. We expect that each of the nominee(s) will be available for election, but if any of them is not a candidate at the time the election occurs, such proxy will be voted for the election of another nominee to be designated by the Board to fill any such vacancy.

The term of office of each person elected as a director will continue until the next annual meeting or until his or her successor has been elected and qualified, or until the director's death, resignation or removal.

Biographical and certain other information concerning the Company's nominees for election to the Board of Directors is set forth below. Except as indicated below, none of our directors is a director in any other reporting companies. We are not aware of any proceedings to which any of our directors, or any associate of any such director is a party adverse to us or any of our subsidiaries or has a material interest adverse to us or any of our subsidiaries.

#### **Mr. Will McCusker - President & CEO**

Mr. Will McCusker, serves as the Chief Executive Officer and visionary for the firm that carries his name,

McCusker & Company a McCusker Holding Corp Company.

As the founder of McCusker & Company, McCusker revolutionized the extended warranty service industry by launching innovative products and leveraging the use of technology to reduce costs and improve customer service. McCusker quickly saw the consumer electronics industry exploding and had the vision to position his firm for rapid growth serving the industry. His firm now is an international leader in extended warranty service programs for consumer and business electronics such as point-of-sale machines, smartphones, satellite television systems and even mobile tablet devices.

Prior to starting McCusker & Company over a decade ago, McCusker was the co-founder of a Kemper Insurance Administration firm, in Fort Worth, Texas. In that role, he developed a \$5.2 million warranty and help desk business with more than 150 call center employees. He also created strategic business and marketing plans and headed national underwriting sales and relationship management.

He also has served as the Director of Warranty Underwriting & Business Development at Kemper Cost Management and as the Director of Extended Warranty Call Center Operations for Warrantech Corporation supporting clients like Staples, CompUSA, CompUSA Direct, Intellisale, PC's Complete and others.

McCusker was a decorated United States Air Force Non-Commissioned Officer. He also sits on the board of McCusker Holding Corp. which includes companies like Service USA, Inc., McCusker & Company of The Caribbean Inc., McCusker & Company of The Caribbean Ltd., McCusker West Inc, McCusker Service Group Inc., and McCusker & Company Inc. In his career he has worked with clients such as clients such as Fulbright & Jaworski LLP, Lloyd's of London, Thompson & Knight LLP, LeBoeuf, Lamb, Greene & MacRae LLP, Worldwide Technical Services De Mexico and Clyde & Company London U.K.

McCusker has achieved his success through the discipline and high standards that a Nuclear Weapons Specialist that Graduated from the the United States Air Force Nuclear Weapon Training Program at Lowry Air Force Base and specialized legal training skills obtained in law school Mr. McCusker resides in Puerto Rico & United States.

**Ms. Roxann McCusker** is the Interim CFO at McCusker Holding Corp, a subsidiary of MHC.

In her role as CFO she establishes and meets strict financial objectives. She also advises and implements improvements for sound financial management in program development, operations and resources. Since coming on board in 2011, she has successfully advised the accounting and financial operations for McCusker & Company.

Prior to McCusker & Company Inc, she was an accountant and comptroller for Empire Today for 10 years. She moved to the accounting field in 1998 to head the accounting department for Timespace Inc, a Kemper Insurance call center company focused on the third party administration and technical support.

Timespace experienced significant growth during McCusker's tenure. The company's annual underwriting growth stood at \$ 6 million when she was named Comptroller in 1998 and around \$16 million when she became Chief Financial Officer in 1999 (measured by market performance). Lee was directly charged with the preparation of all the financial documents and provided all the transaction and financial expertise to stage the sale of Timespace to a private firm. Timespace was purchased in a multimillion dollar transaction to one of the largest credit card processing companies in the United States.

Lee holds a Bachelors Degree in Business Administration and Management from Trinity University. She also holds a second degree from Nebraska Western College. She attended Black Hills State University in Black Hills, South Dakota and Community College Air Force at Chanute Air Force Base in Illinois. Ms. Roxann Lee resides in Colleyville, Texas

**Ms. Kelly Brands - Vice President Customer Service & Operations** has an extensive customer service and hospitality background and had the extensive experience in working with customers and clients, her career gave Kelly a great deal of experience towards her current position with McCusker Holding Corp. and keeping our customer service team members sharp.

Kelly received McCusker Most Valuable Player Award for her performance as a key player in our 2015-2016 business renovations.

Kelly's career started in late 80's when she was hired as a Hospitality Representative at Hyatt Regency and was promoted to Manager early in her career. She then moved on to become a Manager & Director of Sales for the Fox & Hound a place where people can just be themselves. After nearly a decade Kelly moved on into government service. Once again keying on her customer service and management skills.

Kelly's main forte has been in the Corporate Market from the hospitality & customer service industry. Since joining the McCusker team she is now well versed in all market segments to include Associations, Government and the Warranty sector. She prides herself on the strong relationships she has built among her clients.

In 2014, Kelly joined McCusker in our newest location in Colleyville Texas where she help the company when consecutively for two years in a row the customer service award of Dallas-Fort Worth. Kelly resides in Tarrant County and is a Vice President of Operations for McCusker Holding Corp.

### **Information Regarding the Board and its Committees**

#### **Family Relationships**

Will McCusker and Roxann McCusker are husband and wife. There are no other family relationships among our executive officers and directors.

#### **Involvement in Certain Legal Proceedings**

During the past ten years, none of our directors, executive officers, promoters, control persons, or nominees has been:

- the subject of any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- convicted in a criminal proceeding or is subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction or any Federal or State authority, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities;

- found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law.
- the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of (a) any Federal or State securities or commodities law or regulation; (b) any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or (c) any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
- the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

**RECOMMENDATION OF THE CUSTODIAN FOR PROPOSAL NO. 2:**

**THE COURT APPOINTED CUSTODIAN RECOMMENDS A VOTE FOR THE ELECTION OF ALL THE NOMINEES NAMED ABOVE.**

**\*\* BALLOT BEGINS HERE\*\* RETURN BALLOT ONLY\*\***

**OCEANIC RESEARCH & RECOVERY, INC.**

c/o Shareholder Vote, Ltd.  
2100 Manchester Road Suite 615  
Wheaton, IL 60187

**PROXY BALLOT SPECIAL MEETING OF STOCKHOLDERS APRIL 21, 2017**

The undersigned shareholder of Oceanic Research & Recovery, Inc. A Nevada Corporation (the Company”) hereby appoints Will McCusker with full power of substitution, as proxy to cast all votes which the undersigned shareholder is entitled to cast at the Meeting of the Shareholders to be held on Friday, April 21, 2017 at 12:00 o’clock p.m., local time, at the McCusker Holding Corp located at 4508 Colleyville Boulevard Colleyville, TX 76034 or any adjournments or postponements thereof upon the matters listed herein and in their discretion upon such other matters as may properly come before the meeting.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE NOTED IN THE MATTER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. UNLESS DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED AS FOLLOWS:**

In regards to the matters described below including the proposed election of new directors to nominate each of the following persons as a candidate for election as director of the Company:

**Adopt Restated Bylaws of the Company**

FOR	AGAINST	ABSTAIN
_____	_____	_____

**Appoint Will McCusker as Director**

FOR	AGAINST	ABSTAIN
_____	_____	_____

**Appoint Roxann McCusker as Director**

FOR	AGAINST	ABSTAIN
_____	_____	_____

**Appoint Kelly Brands as Director**

FOR	AGAINST	ABSTAIN
_____	_____	_____

Each person(s) named here in as my appointed proxy is hereby granted full and complete authority and discretion to Act on my behalf and to vote my shares with respect to matters listed above.

**THE UNDERSIGNED HEREBY ACKNOWLEDGES RECEIPT OF THE PROXY STATEMENT AND HEREBY REVOKES AND PROXY OR PROXIES PREVIOUSLY GIVEN.**

**PLEASE SIGN, DATE, AND RETURN THIS PROXY CAR TODAY BY: (a) mail or courier to Shareholder Vote, Ltd, 2100 Manchester Road Suite; and (b) via email [vote@shareholder.vote](mailto:vote@shareholder.vote)**

**THIS BALLOT MUST BE RECEIVED BEFORE 5:00PM LOCAL TIME ON APRIL 20, 2017**

_____	_____	Dated: _____
Stockholder Signature	Stockholder Signature	
_____	_____	Dated: _____
Stockholder Name	Stockholder Name	

Please sign and print your name above. If shares are registered in more than one name, all such persons should sign. A Corporation should sign in its full corporate name by a duly authorized officer, state his/her title. Trustee(s), guardians(s), executor(s) and administrator(s) should sign in their official capacity, giving their full title as such. If a partnership, please sign in the partnership name by authorized person(s). If you receive more than one Proxy Card, please sign and return all such cards.