UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF COLORADO

IN RE:	)	
	)	Case No. 16-18110-TBM
THE ROCK INVESTMENT GROUP, INC.,	)	
EIN: 91-1982204	)	Chapter 11
	)	
Debtor.	)	

DISCLOSURE STATEMENT TO ACCOMPANY JOINT PLAN OF REORGANIZATION DATED AUGUST 31, 2017

This Disclosure Statement has been prepared by The Rock Investment Group, Inc. ("TRIG" or "Debtor") to accompany its Joint Plan of Reorganization Dated August 31, 2017 filed by the Debtor (the "Plan"). The Plan may be amended prior to confirmation. This Disclosure Statement is being provided to all creditors and interest holders of the Debtor. This Disclosure Statement is subject to final approval pursuant to 11 U.S.C. § 1125 by the United States Bankruptcy Court for the District of Colorado as containing adequate information to enable creditors and interest holders to determine whether to accept the Debtor's Plan. The Court's approval of this Disclosure Statement does not constitute a decision on the merits of the Plan. Issues related to the merits of the Plan and its confirmation will be the subject of a confirmation hearing which is scheduled for **_____ __, 2017 AT__:___ _.M. at the United States Custom House, Courtroom E, 721 19th Street, Denver, Colorado 80202.**

THIS DISCLOSURE STATEMENT HAS BEEN NEITHER APPROVED NOR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION. THE COMMISSION HAS SIMILARLY NOT REVIEWED THE ACCURACY OR ADEQUACY OF THIS DISCLOSURE STATEMENT.

The Plan of Reorganization is the governing document or contract between the Debtor and creditors once it is confirmed by the Court. In the event of any inconsistencies between the Plan and this Disclosure Statement, the Plan supersedes the Disclosure Statement and will be the sole court-approved document that governs the post-confirmation relationship and agreements between the parties.

This Disclosure Statement is provided to you along with a copy of the Debtor's Plan and a Ballot to be used for voting on the Plan. Please complete the Ballot according to the

instructions contained on the Ballot if you intend to vote for or against the Debtor's Plan. Each creditor or interest holder entitled to vote on the Plan may vote on the Plan by completing the enclosed Ballot and returning it to counsel for the Debtor at the address below:

Jeffrey S. Brinen
Keri L. Riley
Kutner Brinen, P.C.
1660 Lincoln St.
Suite 1850
Denver, CO 80264

This Ballot must be received by Kutner Brinen, P.C. no later than **5:00 p.m. on _____ __, 2017** which is the date set by the Court as the last day to vote on the Plan. Terms contained in this Disclosure Statement, which are defined in the Plan, have the same meaning as set forth in the definitional section of the Plan, Article II.

Recommendation. As discussed more fully below, the Debtor firmly believes that the Plan represents the best alternative for providing the maximum value for creditors. The Plan provides creditors with a distribution on their Claims in an amount greater than any other potential known option available to the Debtor.

Voting Requirements. Pursuant to the Bankruptcy Code, only Classes of Claims or Interests that are "impaired" under the Plan are entitled to vote to accept or reject the Plan. Classes of Claims and Interests that are not impaired are not entitled to vote and are deemed to have accepted the Plan. Voting on the Plan shall be pursuant to the provisions of the Bankruptcy Code and the Bankruptcy Rules, and a Class shall have accepted the Plan if the Plan is accepted by at least two-thirds in amount and more than one-half in number of the Allowed Claims of such Class actually voting.

Voting Classes. Each holder of an Allowed Claim in Classes 2 through 3 shall be entitled to vote to accept or reject the Plan.

Deemed Acceptance of Plan. Unimpaired classes are conclusively presumed to accept the Plan pursuant to Section 1126(f) of the Bankruptcy Code.

Deemed Rejection of Plan. Classes that receive and retain nothing under the Plan are deemed to reject the Plan pursuant to Section 1126(g) of the Bankruptcy Code.

One Vote Per Holder. If a holder of a Claim holds more than one Claim in any one Class, all Claims of such holder in such Class shall be aggregated and deemed to be one Claim for purposes of determining the number of Claims voting for or against the Plan.

I. CHAPTER 11 AND PLAN CONFIRMATION

Chapter 11 of the United States Bankruptcy Code is designed to allow for the rehabilitation and reorganization of financially troubled entities or individuals. Chapter 11 allows the debtor to retain its assets during the administration of the Chapter 11 case as debtor-in-possession. Following confirmation of the Plan, Chapter 11 allows the debtor to distribute its remaining assets in accordance with the priority set forth in the Bankruptcy Code.

The Plan divides creditors into classes of similarly situated creditors. All creditors of the same Class are treated in a similar fashion. All interests are also classified and treated alike. Each Class of creditors or interest holders is either impaired or unimpaired under the Plan. A Class is unimpaired if the Plan leaves unaltered the legal, equitable and contractual rights to which each creditor in the Class is entitled or if the Plan provides for the cure of a default and reinstatement of the maturity date of the claim as it existed prior to default.

On August 29, 2016, the Debtor filed a Motion to Set Bar Date for Filing Claims and Requests for Allowance of Administrative Expense Claims under 11 U.S.C. § 503(b)(9), and Approving the Form, Manner, and Notice Thereof. On August 31, 2016, the Court entered an Order establishing October 14, 2016 as the last day: a) for filing of any Proof of Claim for a pre-petition claim or interest; and b) by which motions or requests for allowance of administrative expense claims pursuant to 11 U.S.C. §503(b)(9) must be filed ("Bar Date"). The Plan provides that Claims and Interests of all Classes shall be allowed only if such Claims are either: (a) evidenced by a timely filed Proof of Claim or Interest; or b) appear in the Schedules filed by the Debtor and are not scheduled as disputed, contingent or unliquidated, unless subsequently allowed by the Court. Creditors may check as to whether or not their Claims are scheduled as disputed, contingent or unliquidated by reviewing the Schedules and the amendments thereto filed by the Debtor in the Bankruptcy Court for the District of Colorado. Alternatively, creditors may contact counsel or the Debtor directly in order to determine how their claim was scheduled.

Chapter 11 does not require that each holder of a Claim or Interest vote in favor of the Plan in order for the Court to confirm the Plan. The Plan, however, must be accepted by at least

one impaired Class of Claims by a majority in number and two-thirds in amount, without including insider acceptance of those Claims of such Class actually voting on the Plan. Assuming one impaired Class votes to accept the Plan, the Plan may be confirmed over its rejection by other Classes if the Court finds that the Plan does not discriminate unfairly and is fair and equitable with respect to each Class of Claims that is impaired under and has not accepted the Plan.

If all Classes of Claims and Interests vote to accept the Plan, the Court may confirm the Plan. Section 1129 of the Bankruptcy Code sets forth the requirements for confirmation. Among other things, Section 1129 requires that the Plan be in the best interest of the holders of Claims and Interests and be feasible through a showing that confirmation will not be followed by the need for further financial reorganization of the Debtor.

II. II. OVERVIEW OF THE PLAN AND MEANS OF EXECUTION

The Plan divides creditors and interest holders into the following four (4) Classes. Treatment of each of the Classes is discussed in greater detail below and in the Plan. The following table summarizes the Classes, whether or not each such Class is impaired, and, to the extent determinable, the treatment of each Class.

CLASS	**IMPAIRMENT**	**TREATMENT**
Class 1 – All Allowed Unsecured Claims Specified in Section 507(a)(4) and 507(a)(5) of the Code as Having Priority	Unimpaired	Paid in full on the Effective Date of the Plan
Class 2 –Allowed Claims held by unsecured creditors	Impaired	Pro rata distribution of the Loan Proceeds remaining after distribution to Administrative Claims and Class 1 Claims.
Class 3 – Interests in the Debtor	Unimpaired	Interest Holders shall retain their interest in the Debtor on the Effective Date.

III. BACKGROUND AND EVENTS LEADING TO CHAPTER 11 FILING

TRIG was formed on September 13, 1995 in Nevada by Lawrence McGary ("McGary") for the development of oil and gas prospects in the Brickyard Trend Exploration Fairway near Elko, Nevada ("Fairway"). Since its formation in 1995, TRIG has conducted millions of dollars of scientific investigations to determine the location of viable well sites, has acquired more than

a million net acres of oil and gas leases from private and public entities to further its development of the Fairway, and has expended significant funds to determine the holder of lease rights in this area. TRIG's corporate offices are currently located in Denver, Colorado.

In 2009, TRIG planned, permitted, and began drilling a deep well to test some of these the oil and gas prospects in the Fairway. The well produced favorable evidence of oil and gas prospects but was significantly over budget by the time of completion, resulting in over $1 million in debt to TRIG and abandonment of the well prior to reaching its objectives. Mr. McGary also became ill at this time, resulting in a heavy reliance on third parties, which ultimately harmed TRIG's ability to operate successfully. Shortly after developing the well, in Spring 2010 a group of insiders, together with some outside parties filed suit in Nevada to be declared custodians of TRIG, alleging a deadlock between TRIG's directors, including Mr. McGary, Howard Booth, Christopher James, Dominic Rossi, and Sandy Monroe. The District Court of Clark County, Nevada appointed Rick Espinosa, Christopher James, and Warren Thomas as custodians in Spring 2010 ("Custodians"), and the Custodians seized TRIG's books and records.

After the Custodians were appointed, they sold equipment valued at approximately $4 million below market prices, and sold tens of thousands of acres of oil and gas leases to Noble Energy, Inc. ("Noble") at prices significantly below market value. The funds were used in part to pay the group seeking appointment of the Custodians and their attorneys' fees, and in part to pay annual rentals of some of the leases. Although the shareholders appointed three new directors for TRIG, the Nevada state court allowed the Custodians to continue in their control of TRIG. The financial statements filed with the Nevada state court evidence that the Custodians failed to reduce any of the debts incurred in the drilling of the well, and significantly reduced the number of oil and gas leases held by TRIG.

In the spring of 2014, the Nevada Court case was discontinued and dismissed and control of TRIG was returned to the duly elected directors and officer. At the time of the removal of the Custodians, TRIG's assets were reduced to a small number of oil and gas leases. It was also determined that several members of the group seeking appointment of a custodian had received assignments of some of the oil and gas leases. The Debtor ultimately determined that it claims against Noble were more likely to result in a recovery to the Debtor, and elected not to pursue its

claims against the Custodians. The Debtor believes that the statute of limitations bars any further actions against the Custodians.

TRIG subsequently filed a Complaint against Noble in the District Court for the City and County of Denver ("Denver District Court"), Case No. 2014CV34182, seeking declaratory judgment with regards to the assignment of leases for less than fair market value, for misappropriation of trade secrets, and for conversion (the "State Court Case"). During a trial to the jury, the Denver District Court granted Noble's Motion for Directed Verdict and entered judgment in favor of Noble. TRIG subsequently appealed the judgment; however, Noble also sought an award of attorney fees and costs which, when added to the outstanding debts, precipitated the Debtor filing its voluntary petition for relief pursuant to Chapter 11 of the Bankruptcy Code on August 17, 2016.

Because most of these claims were time barred and of dubious substance, only a few claims were filed. TRIG has challenged the bulk of those claims and those issues will be determined by the Court. TRIG believes that the Allowed Claims will be less than $20,000 and that a discharge under Chapter 11 of the Bankruptcy Code will allow TRIG to emerge from bankruptcy with substantial assets and no debt.

It is expected that following the closure of the Bankruptcy Case, TRIG will continue to develop its oil and gas prospects in the Fairway, including drilling and producing oil and gas for the benefit of its shareholders. TRIG also will continue to pursue its appeal of the directed verdict in the Noble Energy Company litigation.

IV. SIGNIFICANT EVENTS DURING THE CHAPTER 11 CASE

The Debtor has complied with all requirements of the Bankruptcy Code and of the Office of the U.S. Trustee, including attending the Initial Debtor Interview and its Meeting of Creditors, and the filing of monthly operating reports.

A. Motion for Entry of an Order Confirming Absence of Automatic Stay With Respect to Appellate Case, or, in the Alternative, Modifying the Automatic Stay Pursuant to 11 U.S.C. § 362(d)(1)

On September 1, 2016, the Debtor filed a Motion for Entry of an Order Confirming Absence of Automatic Stay With Respect to Appellate Case, or, in the Alternative, Modifying the Automatic Stay Pursuant to 11 U.S.C. § 362(d)(1) ("Stay Relief Motion"), in order to pursue

its appeal against Noble. Pre-Petition the Debtor filed a Complaint against Noble Energy, Inc. ("Noble") in the District Court for Denver County ("State Court"), Case No. 2014CV34182. The Complaint asserted claims for Declaratory Relief, Misappropriation of Trade Secrets and Confidential Information, and Conversion. The Debtor's claim for Misappropriation of Trade Secrets and Confidential Information proceeded to a jury trial before the State Court on November 5, 2015. During the trial, the State Court granted Noble's Motion for Directed Verdict and entered judgment against the Debtor and in favor of Noble. On April 12, 2016, the Debtor filed its Notice of Appeal in the State Court and the Colorado Court of Appeals, initiating the Appellate Case. The filing of the Debtor's Bankruptcy Case stayed the appeal, resulting in the Debtor filing its Stay Relief Motion in order to proceed with the Appellate Case. Court entered an Order Confirming the Absence of the Automatic Stay on September 26, 2016.

In connection with the Debtor's appeal, the Debtor also filed an Application to Employ Keating, Wagner, Polidori, Free P.C. ("Special Counsel") as Special Counsel on November 21, 2016. The Court entered an Order Granting the Application to Employ on December 15, 2016, allowing the Debtor to effectively pursue its appeal of the State Court Case.

B. Claim Disputes

On January 4, 2017, the Debtor filed Objections to the claims of Hutchinson & Steffen, LLC (Proof of Claim No. 4-1), Legarza Exploration ("Legarza") (Proof of Claim No. 2-1), and National Union Fire Insurance Company of Pittsburgh, PA ("National Union") (Proof of Claim No. 3-1). The claims were largely based on the services provided in connection with the drilling of the well, and the Debtor believes that the claims are time barred, or otherwise unenforceable. The Court entered an Order Disallowing the Claim filed by Hutchinson & Steffen, LLC on February 7, 2017. Legarza filed a Response and Opposition to Debtor's Objection to Claim of Legarza on March 2, 2017. National Union filed a Response on February 24, 2017.

On August 4, 2017, the Debtor filed a Stipulation Resolving Debtor's Objection to Proof of Claim No. 3-1. Pursuant to the Stipulation, National Union's Claim was allowed in the amount of $120,000. The Court entered an Order Resolving Debtor's Objection to Proof of Claim No. 3-1 on August 9, 2017. The Objection to the Legarza Claim remains pending before the Court. The Debtor anticipates filing a Motion for Summary Judgment with respect to the Legarza Claim on or before September 15, 2017.

C. Plan of Reorganziation Dated June 13, 2016

On June 13, 2016, the Debtor filed a Plan of Reorganization Dated June 13, 2016 ("Plna") and a Disclosure Statement to Accompany the Plan. After the Plan was filed, counsel for one of the creditors raised concerns with respect to the Plan. In an effort to address those concerns, the Debtor filed a Motion to Continue Hearing on Adequacy of Disclosure Statement and Date Related Thereto, which was granted by the Court on July 31, 2017.

On August 31, 2017, the Debtor withdrew the Plan and filed the Joint Plan of Reorganization Dated August 31, 2017 ("Joint Plan"). The Debtor is a small business debtor as defined in 11 U.S.C. 101(51D), and as such is required to propose a Plan no later than 300 days from the Petition Date. As a result, Robert Angerer, Sr., the CEO and a shareholder of the Debtor has joined as a proponent of the Joint Plan.

V. DESCRIPTION OF ASSETS

The scheduled value of the Debtor's assets, as of the Petition Date (unless otherwise indicated), is set forth in the following chart.

Asset	**Estimated Value**
Cash on Hand and in Accounts (current value)	$100.00
Bureau of Land Management Bond; bond in the amount of $25,000 to secure surface work estimated to cost $30,000	$0
Office Furniture and Computer	$5,000.00
Oil and Gas Royalties in Northeast Nevada	$2,860,000.00
Oil and Gas Leases in Northwest Nevada	$676,000.00
2.5% Ownership Interest in Mineral Rights in Northeast Nevada	$1.00
Claims for Misappropriation of Trade Secrets against Noble	Unknown
Claims for Conversion against Noble	Unknown
Total	$3,566,101.00

The Debtor has scheduled its 2.5% interest in mineral rights in Northeast Nevada with a value of $1.00. The Debtor believes that its interest in such mineral rights expired by their own terms shortly after the filing of the Debtor's case. Accordingly, these interests likely have no remaining value.

The Debtor has scheduled its claim for conversion and misappropriation of trade secrets against Noble with an unknown value. As stated above, the claims were the subject of pre-Petition litigation against Noble, and are currently on appeal to the Colorado Court of Appeals. The value of these claims will not be known until the Colorado Court of Appeals issues an opinion.

The Debtor's primary assets are 5% overriding royalties on oil and gas leases over thousands of acres in northeast Nevada. While the oil and gas leases are not currently producing, wells have been drilled by other companies operating in the area, and the Debtor believes that, the royalties will eventually begin paying income to the Debtor. It is unknown when such income is likely to begin. The Debtor also owns approximately 2,600 acres of oil and gas leases in Northwest Nevada. The Debtor has valued its interest at approximately $260 per acre based on the sales of similar interests in the surrounding area, resulting in a total estimated value of $676,000. However, due to the inadequacy of the records kept by the custodians, the full nature, extent, and value of the Debtor's oil and gas leases and overriding royalties is not fully known at this time. The Debtor intends to retain Wolcott, Inc. ("Wolcott") to provide land services to the Debtor, including title work to determine the full extent of the Debtor's ownership interests. Upon determining the full extent of the Debtor's interests, Wolcott will likely be retained to market and sell the Debtor's interests. The Debtor estimates that the total cost required to employ Wolcott and sell the oil and gas leases will be approximately $12,000, depending on the time required to complete the title work.

VI. DESCRIPTION OF LIABILITIES

A. Priority Claims

1. Priority Claims

Priority Claims are defined in the Plan as any pre-petition Claim entitled to a priority in payment under § 507(a) of the Code, excluding any Administrative Claim or Tax Claim. Section 507(a) of the Code includes but is not limited to claims for: domestic support obligations owed on the date of filing; wages, salaries, or commissions, including vacation, sick leave, or severance pay owing to employees; and sales commissions earned by an individual within 180 days prior to filing the petition. 11 U.S.C. § 507(a)(1)-(4) (2016). The Debtor does not believe that any such priority claims exist.

2. Administrative Claims

Administrative Claims are those Claims for payments of administrative expenses of the kind specified in § 503(b) or § 1114(e)(2) of the Bankruptcy Code and are entitled to priority pursuant to § 507(a)(2) of the Bankruptcy Code, including but not limited to: the actual, necessary costs and expenses of preserving the estate; payment of professional fees; fees payable to the trustee; and all Allowed Claims that are entitled to be treated as Administrative Claims pursuant to a final order of the Bankruptcy Court. The Administrative Claims include the professional fees incurred during the case which remain unpaid, including fees and costs for Kutner Brinen, P.C. ("KB").

3. Tax Claims

Tax Claims are any Claim of a governmental unit for taxes entitled to priority pursuant to 11 U.S.C. § 507(a)(8). The Debtor does not believe that any such claims exist. This is further supported by the IRS's Proof of Claim No. 1-3 which indicates that the IRS does not have a priority claim.

B. Non-Priority Unsecured Creditors

The Debtor has a number of unsecured pre-petition creditors which comprise Class 2. The Debtor has compiled a list of the claims scheduled in the bankruptcy case and the proofs of claim filed by creditors. To the extent that a creditor who was scheduled by the Debtor filed a proof of claim, the amount of the claim as filed by the creditor is considered in the Class 2 analysis. The schedule of known creditors in Class 2 is attached hereto as Exhibit B. As set forth in Exhibit B, the unsecured claims against the Debtor's estate in Class 2 total approximately $10,551.94.

The Debtor has objected to the claims of Legarza Exploration and National Union Fire Insurance Company of Pittsburg. The total amounts of the disputed claims are $263,727.08. If the claims are allowed, the total amount of claims against the Debtor will be $274,279.02.

VII. DESCRIPTION OF PLAN

A. General Description

The Plan provides for the reorganization of the Debtor under Chapter 11 of the Bankruptcy Code. Pursuant to the Plan, creditors shall be paid from the net proceeds of the sale of the Debtor's oil and gas leases in northwestern Nevada in order of priority under the Bankruptcy Code. Pursuant to the Plan, the Debtor is required to engage all professionals

needed to liquidate assets within thirty (30) days of the Effective Date of the Plan, and is required to begin liquidating assets within ninety (90) days of the Effective Date of the Plan.

The Plan provides for the specification and treatment of all creditors and interest holders of the Debtor. The Plan identifies whether each Class is impaired or unimpaired. A Class is unimpaired only if the Plan leaves unaltered the legal, equitable or contractual obligations between the Debtor and the unimpaired claimants or interest holders. The following is a brief summary of the Plan. The actual text of the Plan should be reviewed for more specific detail. In the event of any conflict between the Plan and this Disclosure Statement, the terms of the Plan govern.

As provided in § 1123(a)(1) of the Code, the Administrative and Tax Claims against the Debtor are not designated as classes. The holders of such Allowed Claims are not entitled to vote on the Plan and such claims will be paid in full.

B. Claims

1. Unclassified Priority Claims

a. Administrative Claims

The holders of Allowed Claims of the type specified in Section 507(a)(2) of the Code, Administrative Claims, shall receive cash equal to the Allowed amount of such Claim or a lesser amount or different treatment as may be acceptable and agreed to by particular holders of such Claims. Such Claims shall be paid in full on the Effective Date of the Plan, or as otherwise agreed to by the particular holders of such Claims. Section 507(a)(2) Administrative Claims that are Allowed by the Court after the Effective Date of the Plan shall be paid upon Allowance.

The Debtor has paid its administrative expenses in the ordinary course during the bankruptcy case, and therefore does not believe that any material administrative claims exist, with the exception of the administrative claims of Kutner Brinen, P.C. (“KB”).

Through August 30, 2017, KB has charged approximately $21,639.00 in fees, and $621.35 in costs. This amount has been paid in part through a pre-petition retainer in the amount of $13,280, and a post-petition retainer in the amount of $10,000. KB’s fees and costs are anticipated to increase over and above the post-petition retainer by approximately $10,000 to $15,000 through Plan confirmation assuming moderate litigation over objections to claims,

issues regarding the adequacy of the Debtor's Disclosure Statement, and issues regarding the Debtor's Plan. The total amount owed to KB on the Effective Date is anticipated to be approximately $8,000 after application of the retainers.

b. Tax Claims

Tax Claims are any Claim of a governmental unit for taxes entitled to priority pursuant to 11 U.S.C. §507(a)(8). While the IRS has filed a Proof of Claim in this case, the claim was solely for a general unsecured claim. As such, the Debtor does not believe that any Tax Claims.

c. United States Trustee Fees

All payments due from the Debtor to the U.S. Trustee pursuant to 28 U.S.C. § 1930(a)(6) shall be paid on the Effective Date, and the U.S. Trustee shall thereafter be paid fees due on a quarterly basis until the case is closed, converted, or dismissed. The Debtor shall request entry of a final decree closing the case within three months of Plan confirmation assuming no ongoing litigation exists in the Bankruptcy Court over claims or avoidance actions.

2. Classified Priority Claims

a. Class 1, All Allowed Unsecured Claims specified in Section 507(a)(4) and 507(a)(5) of the Code as having priority.

The Allowed Class 1 Priority Claims shall be paid in full on the Effective Date. The Class 1 Claims for certain pre-petition wages and employee Claims are more particularly described in Sections 507(a)(4) and 507(a)(5) of the Code. The Debtor does not believe any Class 1 Claims exist.

3. Class 2, General Unsecured Claims

The Class 2 consists of the Allowed Claims of unsecured creditors. The Debtor's Plan will be funded through the net proceeds from the sale of its oil and gas leases in northwestern Nevada. The Class 2 Creditors will receive a pro rata distribution of any Loan Proceeds after payment in full of all Unclassified Priority Claims and Class 1 Claims. All payments to Class 2 Claimants will be completed within thirty (30) days of the Effective Date of the Plan. The Debtor anticipates that the Loan Proceeds will be sufficient to pay all Allowed Claims in full.

To the extent that the claim of Legarza is disputed at the time that the Debtor disburses funds to Class 2 Claimants, the Debtor will escrow the amounts that would be paid to Legarza

until such claim is allowed or disallowed. If the claim is disallowed, the Debtor will disburse the escrowed funds pro rata to the remaining unsecured creditors. Any funds remaining after the Class 2 Claims are paid in full will be returned to the Debtor for its continued operations. If the Legarza Claim is allowed in full, the total allowed unsecured claims against the Debtor will be $240,323.87, and all Class 2 Claims will likely be paid in full under the Joint Plan. If the Legarza claim is disallowed, the total allowed unsecured claims against the Debtor will be $130,552.03, and all Class 2 Claims will likely be paid in full under the Joint Plan.

C. Interests

1. Class 3, Interests Held by Pre-Petition Equity Holders.

Class 3 is unimpaired by the Plan. On the Effective Date of the Plan, all existing interest holders will retain their interests under the Plan.

D. Effectuating the Plan

The Plan will be funded through a post-petition loan from Robert Angerer, Sr. in the amount of not less than $250,000 ("Loan"). The Debtor is required to close on the Loan with Mr. Angerer prior to the Effective Date of the Plan. Loan Proceeds will be deposited into the trust account of Kutner Brinen, P.C. to be disbursed in accordance with the terms of the Joint Plan. Pursuant to the terms of the Promissory Note and Security Agreement attached hereto as Exhibit A, the Loan will accrue interest on the principal balance at a rate of 5% per annum, but such interest will not be compounded. The Loan will become due and payable in full on or before the three-year anniversary of the closing date off the Loan ("Maturity Date"). Prior to the Maturity Date, the Debtor is not required to make any payments, but has the right to pre-pay the Loan at any time. Any payments made will be applied first to the accrued interest, then to the principal balance. As security for the Loan, Mr. Angerer will receive a first-position secured interest on any intellectual property and scientific data owned by the Debtor.

In the event that the Debtor is unable to close on the Loan, or the Loan is not funded, the Debtor will withdraw the Joint Plan and dismiss its bankruptcy case..

E. Default Provisions Under the Plan

In the event of default by the Debtor under the Plan, creditors are required to provide the Debtor with written notice of the claimed default, and provide a ten (10) day period within which the Debtor can cure the claimed default. If the Debtor is unable to cure the default by such time, the creditor may enforce all rights and remedies against the Debtor for breach of contract. A

secured creditor claiming a default under the Plan shall be entitled to enforce all rights and remedies related to their secured claim, including foreclosure of their secured interest pursuant to the terms of the document.

F. Disputed Claim Procedure

The Debtor has on claim objection that is still pending before the Court. In the event that distributions to creditors are made prior to the resolution of this claim objection, the Debtor will escrow the funds that would have been paid to the creditor holding the disputed claim in a separate account. Following the resolution of the claim objection, the creditor will either receive payment on account of its claim if the claim is allowed, or the funds will be distributed pro rata to other creditors in the event that the claim is disallowed. If all Unclassified Priority Claims, Class 1 Claims, and Class 2 Claims have been paid in full, the funds will be returned to the Debtor.

VIII. PLAN FEASIBILITY

The Debtor believes that the Plan, as proposed, is feasible. The Debtor anticipates that the Loan Proceeds will be sufficient to pay all Allowed Claims in full. The Debtor further anticipates that the Loan will close and be funded will in advance of confirmation of the Plan to ensure that distributions to creditors can begin when the Plan becomes effective.

The Loan is feasible, as the Debtor is not required to make any payments on account of the Loan prior to the Maturity Date. The Debtor anticipates liquidating assets to pay the Loan at or prior to the Maturity Date. Due to the time required to full research the Debtor's oil and gas interests, the Loan presents a better alternative to the Debtor and its creditors. The Loan will allow the Debtor to pay its creditors immediately upon the Plan becoming effective while allowing the Debtor to continue its research into the full extent of its oil and gas leases in Nevada. To the extent the Loan is not paid at the Maturity Date, Mr. Angerer will be entitled to exercise his rights under the Security Agreement with respect to the intellectual property and scientific data owned by the Debtor.

IX. TAX CONSEQUENCE

The Debtor is not providing tax advice to creditors or interest holders. **U.S. Treasury Regulations require you to be informed that, to the extent this section includes any tax advice, it is not intended or written by the Debtor or its counsel to be used, and cannot be**

used, for the purpose of avoiding federal tax penalties. Each party affected by the Plan should consult its own tax advisor for information as to the tax consequences of Plan confirmation. Generally, unsecured creditors should have no tax impact as a result of Plan confirmation. The recovery of each creditor is payment on account of a debt and generally not taxable, unless the creditor wrote off the debt against income in a prior year in which case income may have to be recognized. Interest holders may have very complicated tax effects as a result of Plan confirmation.

X. LIQUIDATION ANALYSIS UNDER CHAPTER 7

The principal alternative to the Debtor's reorganization under Chapter 11 is a conversion of the case to Chapter 7 of the Bankruptcy Code. Chapter 7 requires the liquidation of the Debtor's assets by a Trustee who is appointed by the United States Trustee's office. In a Chapter 7 case, the Chapter 7 Trustee would take over control of the assets and would get a percentage of the distributions from the estate pursuant to 11 U.S.C. § 326, subject to a finding that such compensation is reasonable by the Bankruptcy Court. In addition, the Chapter 7 Trustee would likely hire professionals to aide in the administration of the estate. The Chapter 7 administrative expenses, in addition to any Chapter 11 administrative expenses would be paid prior to distribution to unsecured creditors, substantially reducing the funds available for unsecured creditors.

If a Chapter 7 Trustee is appointed, administration of the estate would likely extend for a significant period of time, as the Chapter 7 Trustee would need to become familiar with the Debtor's holdings, as well as locating qualified professionals familiar with the type of oil and gas leases and royalties held by the Debtor. Furthermore, because of the inadequacy of the records kept by the custodian, the Trustee would have to expend significant funds to retain professionals in order to determine the extent of the Debtor's interest in oil and gas leases, if any. To the extent that the assets were liquidated, the professional fees incurred by the Trustee would likely take up a significant portion of the proceeds, diminishing the return to creditors.

In the alternative, the Joint Plan will likely result in a payment in full to unsecured creditors no later than 30 days following the Effective Date of the Plan. The Joint Plan therefore presents a better option for creditors than conversion to a Chapter 7.

DATED: August 31, 2017

THE ROCK INVESTMENT GROUP, INC.

By: _____
Robert Angerer, CEO

Kutner Brinen, P.C. ("KB") has acted as legal counsel to the Debtor on bankruptcy matters during the Chapter 11 case. KB has prepared this Disclosure Statement with information provided primarily by the Debtor. The information contained herein has been approved by the Debtor. KB has not made any separate independent investigation as to the veracity or accuracy of the statements contained herein.

Counsel to the Debtor and
Debtor- In-Possession:

KUTNER BRINEN, P.C.

By: */s/ Keri L. Riley*

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EXHIBITS TO DISCLOSURE STATEMENT

Exhibit A – Promissory Note and Security Agreement

Exhibit B – List of Unsecured Claim