

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF COLORADO

IN RE:)	
)	Case No. 17-14819-JGR
HIGH PLAINS COMPUTING, INC. DBA)	
HPC SOLUTIONS)	
EIN: 84-1277752)	Chapter 11
)	
Debtor.)	

**DISCLOSURE STATEMENT TO ACCOMPANY
CHAPTER 11 PLAN OF REORGANIZATION DATED SEPTEMBER 18, 2017**

This Disclosure Statement (“Disclosure Statement”) has been prepared by High Plains Computing, Inc., (“HPC” or “Debtor”), to accompany its Chapter 11 Plan of Reorganization dated September 18, 2017 (“Plan”) which was filed in the above-referenced Chapter 11 case. This Disclosure Statement is being provided to all creditors and interest holders of HPC. This Disclosure Statement is subject to 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 _____, 201_ at __:00 .m. at the **United States Bankruptcy Court, U.S. Customs House, 721 19th Street, Courtroom F, Denver, Colorado 80202.**

HPC is a small business entity that is wholly owned by Rodger Cree and his wife Sherry Cree. The Debtor is engaged in business offering a broad based portfolio of services and solutions in information technology, unified communications, and professional services for governmental and healthcare industries. The Debtor works with manufacturers of software, cloud computing, collaboration, storage, and integration and it provides support and developmental services, data management services, network engineering, and related services and support. The Debtor is also an approved computer reseller for the federal government. HPC is located in Denver, Colorado. HPC faced a number of financial issues that led to the filing of the chapter 11 case. All of this is described in more detail in this Disclosure Statement. HPC

believes that its proposed Plan represents the best and only meaningful way that unsecured creditors can be paid in this case and urges all creditors to vote to accept the Plan.

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.

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 may vote on the Plan by completing the enclosed Ballot and returning it to counsel for the Debtors at the address set forth below:

Lee M. Kutner
Kutner Brinen, P.C.
1660 Lincoln St., Suite 1850
Denver, Colorado 80264

The Court set _____, **2017** as the last day to vote on the Plan (the "Balloting Deadline"). Accordingly, the Ballot must be received by Kutner Brinen, P.C. no later than the Balloting Deadline. Capitalized terms contained in this Disclosure Statement that are defined in the Plan have the same meaning as set forth in the definitional section of the Plan.

Recommendation. As set forth below, 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 and creditors. **The Debtor strongly believes that confirmation of the Plan is in the best interest of creditors and recommends that all creditors entitled to vote on the Plan vote to accept the Plan.**

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 and 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 11 U.S.C. § 1126(f).

Deemed Rejection of Plan. Classes that receive and retain nothing under the Plan are deemed to reject the Plan pursuant to 11 U.S.C. § 1126(g). No class will receive nothing under the Plan and therefore there are no classes deemed to have rejected the Plan.

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 a debtor to retain its assets during administration of their Chapter 11 case as a debtor-in-possession and, following confirmation of a Plan, as a reorganized debtor pursuant to the Plan. Once the Court has approved a Plan of Reorganization, the Plan of Reorganization constitutes the permanent restructuring of a debtor's financial obligations. The Plan also provides a means through which the debtor will restructure or repay its obligations.

The HPC Plan of Reorganization divides creditors into classes of similarly situated creditors. All creditors of the same Class are treated in a similar fashion. All member 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. Alternatively, a claimant is "unimpaired" if the Plan provides for the cure of a default and reinstatement of the maturity date of the claim as it existed prior to the default.

On July 28, 2017, the Debtor filed a motion requesting the Court set a bar date for filing claims and requests for allowance of administrative expense claims under 11 U.S.C. § 503(b)(9). The Bankruptcy Court set a bar date establishing the last date for filing Proofs of Claim as September 18, 2017. The Plan provides that Claims of all Classes shall be allowed only if

evidenced by a timely filed Proof of Claim or which otherwise appears in the Debtor's Schedules and is not scheduled as disputed, contingent, or unliquidated unless subsequently allowed by the Court. Creditors may ascertain whether their claims have been scheduled as disputed, contingent, or unliquidated by reviewing the Debtor's Schedules and amendments thereto filed with the Bankruptcy Court. Alternatively, creditors may contact Debtor's counsel directly to determine how their claims have been scheduled.

Chapter 11 does not require that each holder of a Claim against or Interest in the Debtor 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 (excluding insider acceptance) of those Claims of such Class actually voting on the Plan. Assuming one impaired Class votes to accept the Plan, it 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 or Interests 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.

Each class of creditors who is impaired will have an opportunity to vote on the Plan. In the event the requisite majority of each class votes to accept the Plan, the Plan will be deemed accepted by the subject class. If a class of creditors votes to reject the Plan, the Plan may be confirmed over the rejection of the class pursuant to 11 U.S.C. § 1129(b).

II. OVERVIEW OF THE PLAN AND MEANS OF EXECUTION

The following is a summary of all classes of Claims and Interests other than those Claims of a kind specified in 11 U.S.C. §§ 507(a)(2), 507(a)(3), or 507(a)(8).

Class	Impairment	Treatment
1. Priority Claims in Section 507(a)(4) and (5)	Unimpaired	100% Distribution. No Class 1 claims exist.
2. Wells Fargo Commercial Distribution Finance, LLC	Impaired	The Class 2 Claim shall be allowed in the full amount

		due on the Confirmation Date and paid monthly payments of \$15,000 per month for approximately 20 months or less, until paid.
3. Unsecured Creditors	Impaired	Class 3 Claimants shall receive pro-rata distributions equal to 3% of the HPC Gross Revenue generated over five years commencing on the Effective Date less the amount necessary to pay Unclassified Priority Claims. Payments will be made semi-annually commencing 6 months from the Effective Date (distributions will be on a pro-rata basis).
4. Interest in HPC held by Cree	Unimpaired	Class 4 Interest holders shall retain their interest in HPC

III. BACKGROUND AND EVENTS LEADING TO CHAPTER 11 FILINGS

HPC is a Colorado limited liability company engaged in business offering a broad based portfolio of services and solutions in information technology, unified communications, and professional services for governmental and healthcare industries. The Debtor works with manufacturers of software, cloud computing, collaboration, storage, and integration and it provides support and developmental services, data management services, network engineering, and related services and support. The Debtor is also an approved computer reseller for the federal government.

HPC was formed in 1994 by Paul and Linda Shugart and historically focused on reselling hardware and software licenses to federal government agencies. This proved to be a very competitive market with low margins because each government contract was won based solely on price. The competition between companies to have the lowest price and win contracts resulted

sales being made that were 2-8% above cost to the company, severely limiting net revenues. In order to support its operations, HPC obtained a number of short term loans and entered into several factoring agreements, HPC became increasingly overextended on its debt. HPC was extremely over leveraged as of the petition date and based upon its existing business model it would have been impossible for it to survive.

In May 2017, Roger and Sherry Cree purchased HPC from the Shugarts for the sum of \$5,000 in order to restructure the HPC business and creditor obligations and refocus HPC to become a professional services provider. Roger Cree is very experienced in this industry and enjoys the support of the business community in which HPC operates. Following the acquisition of the stock in HPC, HPC filed a voluntary petition for relief pursuant to Chapter 11 of the Bankruptcy Code on May 23, 2017 in order to restructure its obligations and re-establish its operations.

Under HPC's new owners, HPC will continue to sell the same hardware and software, but will focus on creating additional value by providing services related to the equipment, resulting in higher margins and greater revenues for HPC. The Debtor's focus will be in providing intellectual technology (IT) professional services for custom software development and analytics. HPC has undergone significant changes post-petition to restructure its obligations, including replacing its sales staff in order to improve its operations going forward.

IV. DESCRIPTION OF ASSETS

The following is a brief description of the Debtor's assets with valuations provided by the Debtor. Further information on the Debtor's assets can be found in the bankruptcy Schedule B, and amendments thereto.

<u>ASSET</u>	<u>VALUE</u>
Wells Fargo Bank Account (as of 8-31-17)	\$22,209.80
Deltek Prepayment	\$14,258.34
Accounts Receivable	\$127,781.11 variable
Work in progress	\$38,900
Office Furniture and Fixtures	\$3,914
Office Equipment	\$13,864

Note from Kevin Hill	\$2,190
Claims Against Ultegra Financial Partners	Unknown value

Avoidance Actions

Avoidance Actions constitute claims against creditors or insiders pursuant to 11 U.S.C. §§ 545 through 550 or state law fraudulent conveyance actions. The Debtor is reserving the right to bring Avoidance Actions pursuant to 11 U.S.C. §§ 545 through 550 and state and bankruptcy fraudulent conveyance actions. On September 1, 2017, the Debtor sent out demand letters to those payees that it determined may have received preference payments. The Debtor has received responses from a number of these parties asserting defenses to potential preference claims, and the Debtor has determine that a number of the potential claims are subject to valid defenses or are likely nor recoverable. The Debtor is currently in the process of evaluating the remaining claims to determine which, if any, claims are viable.

V. DESCRIPTION OF LIABILITIES

A. Priority Claims

Priority Claims are defined in the Plan as any pre-petition Claim entitled to a priority payment under 11 U.S.C. § 507(a), excluding any Administrative Claim or Tax Claim.

1. Administrative Claims

Administrative Claims are those Claims for payment of an administrative expense of a kind specified in 11 U.S.C. § 503(b) or § 1114(e)(2) entitled to priority pursuant to 11 U.S.C. § 507(a)(2), including but not limited to: (a) actual and necessary costs and expenses incurred after the Petition Date to preserve the estate and operate the Debtor's business, including wages, salaries, or commissions for services rendered after the commencement of the Chapter 11 Case; (b) Professional Fee Claims; (c) all fees and charges assessed against the estate under 28 U.S.C. § 1930; and (d) all Allowed Claims that are entitled to be treated as Administrative Claims pursuant to a Final Order of the Court under 11 U.S.C. § 503.

HPC retained Kutner Brinen, P.C. ("KB") as its bankruptcy counsel. The Court approved HPC's employment of KB on May 26, 2017. HPC provided KB a retainer in the amount of \$15,285, which was also approved by the Court on June 9, 2017. For the period of May 23, 2017 (Petition Date) through September 29, 2017, KB has incurred approximately \$35,177 in

attorneys' fees and \$2,254.74 in costs on behalf of HPC. KB estimates that the total legal fees and costs for KB due from HPC will increase by approximately an additional \$20,000 as of the estimated date on which the Plan will become effective. The fees could increase or decrease depending on the level of litigation over the Plan, Claims, and other matters pending before the Bankruptcy Court.

HPC also retained Doner Law, PLC ("Doner Law") to represent the Debtor with respect to employment matters and commercial litigation services. The Debtor paid Doner Law a pre-petition retainer in the amount of \$10,000 subject to offset for certain pre-petition fees, and has sought approval of post-petition fees in the amount of \$4,456.82. The Unsecured Creditors Committee filed Objections to the approval of the retainer and post-petition fees. The Debtor anticipates that Doner Law's fees may increase an additional \$2,000 based on post-petition services provided to the Debtor.

The Unsecured Creditors Committee consisting of two creditors, AvePoint Public Sector, Inc. ("AvePoint") and Silicon Mechanics, Inc. ("Silicon Mechanics") was appointed on September 7, 2017. The Court entered an Order authorizing the Committee's employment of Buechler & Garber, LLC as its counsel on September 15, 2017. To date the firm has not been paid, and their fees and costs will be dependent upon the amount of work they undertake in the case.

2. 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). HPC listed the Internal Revenue Service ("IRS") and the Colorado Department of Revenue ("CDR") on its Schedule E for notice purposes. The IRS filed Proof of Claim No. 1-2 asserting a general unsecured claim in the amount of \$2,500. The New Mexico Taxation and Revenue Department filed Proof of Claim No. 12-1 asserting a priority claim for taxes in the amount of \$10,532.88.

3. Wage Claims

Wage Claims are the claims entitled to priority pursuant to 11 U.S.C. § 507(a)(4) and (a)(5) as unsecured claims for pre-petition wages and contributions to employee benefit plans up

to the amount of \$12,850 for each individual. The following Wage Claims have been listed on the Debtor's Schedule E or have filed Proofs of Claim:

Dustin Greenberg	\$12,850.00	Proof of Claim No. 8; Commissions Due; 11 U.S.C. 507(a)(4)
Jerry Krenning	\$ 12,850.00	Proof of Claim No. 34; Commissions Due; 11 U.S.C. 507(a)(4)
Kaiser Permanente	\$ 4,963.66	Payments for Medical Plan; 11 U.S.C. 507(a)(5)
Madeline Stephens	\$12,850.00	Proof of Claim No. 15; Bonus due; 11 U.S.C. 507(a)(4)
Total	\$43,513.66	

B. Secured Claims. A summary of the known Secured Claims for the Debtor's bankruptcy estate is set forth below.

1. Wells Fargo Commercial Distribution Finance, LLC. (Class 2). Wells Fargo's claim is secured by a lien on substantially all of the Debtor's assets pursuant to a loan and security agreement by and between the Debtor and GE Commercial Distribution Finance in 2004. Wells Fargo filed Proof of Claim No. 38-1 asserting a secured claim in the amount of at least \$277,489.86. The claim has been reduced by the payments made to Wells Fargo during the case under an adequate protection agreement.

C. Executory Contracts and Unexpired Leases

On the Effective Date of the Plan, the Debtor will assume those executory contracts and unexpired leases, which have not been assumed by Order of the Court prior to the Confirmation Date, as set forth in the Plan. On the date of the entry of an Order confirming the Plan, Debtor shall be the holder of any and all right, title, and interest to the assumed leases and contracts, and as a result, such assumed leases and contracts shall be in full force and effect and shall be binding upon Debtor and the other parties thereto. Confirmation of the Plan shall constitute a determination that the payments to be made to said creditors pursuant to the Plan satisfy all conditions precedent to assumption and assignment set forth in 11 U.S.C. §§ 365(b) and (f). As to any rejection of the leases and executory contracts, on the Effective Date of the Plan,

the Debtor will reject the executory contracts and unexpired leases to which it is a party listed in the Plan, which have not been rejected by Order of the Court prior to the Confirmation Date. Executory contracts and unexpired leases will be rejected pursuant to the provisions of 11 U.S.C. § 365. Any executory contract or unexpired lease not assumed in accordance with the Plan shall be rejected. All proofs of claim with respect to claims arising from the rejection of any executory contract or unexpired lease shall be filed with the Court within twenty (20) days after the earlier of: (i) the date of the Court order approving the Debtor's rejection of such executory contract or unexpired lease; or (ii) the Confirmation Date. Any claims not filed within such time shall be forever barred against the Debtor, its estate, and property, and as a result, any such Claims shall be disallowed in full. Claims arising from such rejection, to the extent Allowed, shall be treated as non-priority unsecured Claims.

The Debtor intends to assume all of its customer/client contracts and has few if any other leases or contracts to assume. There will be no cost to the estate to assume any contract or lease in this case.

The Debtor has already filed a motion to assume its office sublease. The Creditors Committee has filed an objection to the motion. The Debtor will pursue lease assumption because the lease is critical to ongoing operations and provides the Debtor with a below market rental payment for office space in downtown Denver.

D. Non-Priority Unsecured Claims

The Debtor has a number of unsecured pre-petition date creditors. At the time of the bankruptcy filing, HPC had claims as set forth on Exhibit A attached hereto. Based upon the Debtor's analysis of the claims, it is expected that the total amount of the allowed unsecured claims will be \$4,823,350.02.

VI. DESCRIPTION OF THE PLAN

A. General Description

The Debtor filed its Plan of Reorganization with the United States Bankruptcy Court for the District of Colorado on September 18, 2017. The Plan provides for the reorganization of the Debtor under Chapter 11 of the Bankruptcy Code. Pursuant to the

Plan, the Debtor shall restructure its debts and obligations and HPC shall continue to operate in the ordinary course of business. 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.

As provided in Section 1123(a)(1) of the Bankruptcy Code, the Priority Administrative and Tax Claims against the Debtor are not designated as classes. The holders of such Allowed Claims will be paid in full and are not entitled to vote on the Plan. The Plan divides the creditors into separate classes. The classes are set forth as follows:

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

Class 2 – The Allowed Secured Claim held by Wells Fargo Commercial Distribution Finance, LLC secured by all personal property.

Class 3 – The Allowed Claims held by unsecured creditors.

Class 4 – The Interest in HPC held by Roger and Sherry Cree.

B. The Claims

1. Unclassified Priority Claims

a. Administrative Claims

The holders of Allowed Claims of the type specified in Section 507(a)(2) of the Bankruptcy Code, including the costs and expenses of administration, 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 the particular holders of such Claims. Such Claims shall be paid in full on the Effective Date, or treated as otherwise agreed by the particular holders of such Claims. Administrative Claims that are allowed by the Court after the Effective Date of the Plan shall be paid upon allowance or as otherwise agreed by the particular holders of such Claims.

All Administrative claims of professionals are subject to Court approval on notice to creditors with an opportunity for a hearing. Certain professional fees may be paid pursuant to interim fee applications and upon Court allowance. The professional fees set forth above and below are the total fees expected to remain in the case as of the estimated Confirmation Date of the Plan, assuming moderate litigation over the Plan and pending matters, and the payments that have been made during the case through retainers or otherwise.

Professional	Approximate fees & costs	Estimated fees & costs as of the estimated Confirmation Date (December 2017)
Kutner Brinen, P.C	\$22,146.74 due as of 9-29-17	Increase of approx. \$20,000 for bankruptcy legal services
Doner Law, PLC	\$4,456.82 from First Interim Application for Allowance and Approval of Attorney Fees and Costs	Increase of approx. \$2,000 for litigation services
Buechler & Garber	To be determined	

Park Place Technologies, LLC has also filed a Request for Allowance of Administrative Expense Claim, seeking the allowance and payment of an Administrative Priority Claim in the amount of \$37,554.30. The Debtor filed a Response on September 22, 2017. The Request for Allowance is still pending before the Court.

2. 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 Tax Claims will be paid in full on the Effective Date of the Plan, or in monthly payments over a period not to exceed five (5) years, amortized with interest at the statutory rate. The New Mexico Taxation and Revenue Department filed Proof of Claim No. 12 asserting a priority claim in the amount of \$11,458.63 for sales taxes. The Debtor has also scheduled Maryland Unemployment Insurance with a priority tax claim in the amount of \$1,261.90 for unpaid unemployment taxes. The Debtor anticipates that the total Tax Claims owed on the Effective Date will be approximately \$12,720.53.

3. Classified Priority Claims

a. Class 1 Priority Claims. 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. As set forth on Exhibit A, the total Class 1 Priority Claims are \$43,513.66.

4. Secured Claims

a. Wells Fargo Commercial Distribution Finance, LLC (Class 2). The Class 2 Secured Claim is impaired by the Plan. The principal amount of the Class 2 claim costs will be allowed in the amount owed on the Confirmation Date of the Plan, and will continue to retain all liens that secure its Claim. The Class 2 Claim shall bear interest at a rate of 4% per annum. The Debtor shall pay the Class 2 Claim \$15,000 per month until paid.

The Debtor anticipates that the total amount due on the Confirmation Date will be approximately \$240,270, and that the balance of the claim will be paid over the next 16 months.

5. General Unsecured Claims.

The Class 3 claimants shall receive a pro-rata distribution equal to 3% of the HPC Gross Revenue generated over the five year period commencing on the Effective Date of the Plan less the amount necessary to pay any Unclassified Priority Claimant who agrees to accept deferred payment of its claim. Commencing on the first full month following the Confirmation Date, HPC shall at the conclusion of each month, set aside in a segregated account, an amount equal to 3% of the preceding month's Gross Revenue. Each time six months payments have been set aside, HPC shall make any payment due to Unclassified Priority Claimants and then the Class 3 creditors will be paid on a pro-rata basis. During the two (2) years following the Effective Date of the Plan, the Debtor may also buyout or pre-pay any of the Class 3 claims by paying one-half of the balance due at the time of the pre-payment.

Class 3 claims shall also receive a pro-rata distribution of half of the net proceeds of any Avoidance Action that the Debtor pursues. The Debtor has identified

payments in the amount of \$1,177,919.43 in the ninety (90) days prior to filing its case. The Debtor has determined that a number of these claims are subject to valid defenses or are uncollectable. The Debtor is still in the process of evaluating the remaining claims in order to determine which, if any, claims are viable.

HPC anticipates average Gross Revenues of \$9,200,000 for the first year commencing on the Effective Date. Three percent (3%) of \$9,200,000 is \$276,000 for the year. HPC expects its Gross Revenues to increase to \$17,000,000 for the second year resulting in a payment of \$510,000 to the Class 3 claimants. The Debtor intends to pre-pay the remaining Class 3 Claims following the second year of the Plan. Assuming the total Class 3 claims are \$4,823,350.02 as set forth in Exhibit A, Class 3 Claimants will receive a pro-rata distribution of approximately \$786,000 over two years, with a balloon payment in the amount of \$2,018,675.01 at the end of the second year. The income figures are based upon the Projections prepared by the Debtor and attached to this Disclosure Statement as Exhibit B. The balloon payment is premised upon the Debtor's ability to obtain a loan that would enable the prepayment. In the event a loan cannot be located at a reasonable interest rate, the Debtor will continue with the payments due pursuant to the Plan.

The monthly payments shall be held and deposited into a segregated account by HPC and distributed in accordance with this Plan. Distributions shall be made semi-annually commencing 6 months from the Effective Date of the Plan.

6. Interests.

Class 4, Interests in HPC held by Cree. Class 4 includes the Interests in HPC held by the pre-confirmation members. Class 4 is unimpaired by the Plan. On the Effective Date of the Plan all Class 4 interests in HPC shall be retained by the existing interest holder subject to the terms of the Plan.

C. Management and Means for Execution of the Plan.

Pursuant to the Plan, the Debtor shall restructure its debts and obligations and HPC will continue to operate in the ordinary course of business. Funding for the Plan shall be from income derived from HPC's ongoing operations. Roger Cree shall continue as the Director and Chief Executive Officer of HPC. Rodger Cree and Sherry Cree have been business partners for

20 years. Together, they currently own real estate and hydroponic farming businesses. Sherry Cree is connected in Denver community and has served on several boards for Chambers of Commerce. Rodger Cree brings 25 years of IT business leadership focused predominately on professional services for Cloud computing, including software development, Big Data, Analytics, and Internet of Things. For the previous 11 years, Rodger Cree was in professional services leadership at Microsoft focused on deploying cloud solutions to the U.S. Federal Government. In his time at Microsoft Rodger created many start-ups within the company, with his last focused on specialized custom software development which grew from \$0 to \$250 million in 5 years.

VII. PLAN FEASIBILITY

The Debtor's Plan is feasible based upon the Debtor's ability to achieve the various components of the Plan. The Debtor expects to have sufficient cash on hand on the Effective Date of the Plan to meet all payments due at that time. The balance of the payments due under the Plan will be derived from HPC's ongoing business operations and ongoing collection of monies due to HPC. While HP is currently operating at a loss, as it completes its transition into a service based company the Debtor anticipates that its revenues will increase substantially, allowing the Debtor to operate profitably and fund its Plan of Reorganization. As the Debtor gains recognition in the market for its service-based approach, the Debtor anticipates that its revenues will continue to increase substantially. As a result, the Debtor anticipates that that its revenues will be approximately \$9,200,000 in the first year, and \$17,000,000 in the second year, resulting in sufficient net revenue for the Debtor to pre-pay its claims in the second year of the Plan. Projections prepared by the Debtor depicting its operation over the first two years of the Plan are attached hereto as Exhibit B.

VIII. RISK TO CREDITORS

This Disclosure Statement contains statements which look into the future. There is no way to determine the accuracy of these statements. The Debtor has attempted to be conservative in its analysis and believes that the Plan as proposed offers the best option for creditors. The principal alternative to the Debtor's reorganization under Chapter 11 is a conversion of the case

to Chapter 7 of the Bankruptcy Code. As set forth in Section X below, liquidation of the Debtor will assure a distribution to unsecured creditors less than that proposed by the Plan

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 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 liabilities 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 such cases, income may have to be recognized. Interest holders may have very complicated tax effects as a result of Plan confirmation. Pursuant to 11 U.S.C. § 1146(c), the issuance, transfer, or exchange of notes or equity securities under the Plan by the Debtor, the creation of any mortgage, deed of trust, or other security interest, the making or assignment of any lease or the making or delivery of any deed or instrument of transfer therewith, in furtherance of, or in connection with, the Plan or the Agreements shall not be subject to any stamp, real estate transfer, mortgage recording, or other similar tax.

X. LIQUIDATION ANALYSIS

The principal alternative to a debtor's reorganization under Chapter 11 is a conversion of the case to Chapter 7 of the Bankruptcy Code. Chapter 7 is the only alternative for HPC under 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 debtor's assets. The assets would be liquidated and the proceeds distributed to creditors in the order of their priorities. In this case, all of the Debtor's assets of any consequence are subject to liens and the payment of priority claims. The Debtor's proposed Plan of Reorganization will yield a greater distribution to creditors than liquidation under Chapter 7. A Liquidation Analysis for HPC is attached as Exhibit C.

XI. SIGNIFICANT EVENTS DURING THE CHAPTER 11 CASE

During the course of the chapter 11 case HPC has met its requirements with respect to filing documents, monthly reporting, and attending creditors meetings. On September 7, 2017, the United States Trustee appointed an Official Committee of Unsecured Creditors, consisting of AvePoint Public Sector, Inc. and Silicon Mechanics, Inc.

Determination of Liens

On August 3, 2017, the Debtor filed a Complaint to Determine Nature, Extent, Validity, and Priority of Liens and Allowance of Claims against Capital Merchant Services, Wells Fargo Commercial Distribution Finance, LLC, Key Government Finance, Inc., Ingram Micro, Inc., Corporation Service Company, Synnex Corporation, LiftForward, Inc., FC Marketplace, LLC, CFO Business Advisors, LLC, Silicon Mechanics, Inc., Ultegra Financial Partners, Inc., CT Corporation System, UFP Equity Holdings LLC, CSNK Working Capital, Complete Business Solutions Group, Inc., and Yes Capital, LLC, Adversary Proceeding No. 17-01321 (“Adversary Proceeding”). The Adversary Proceeding seeks to determine the nature and extent of the liens asserted against the Debtor. Pursuant to the Complaint, the Debtor asserted that Wells Fargo was the only secured creditor. To date, the only defendant to file an Answer to the Complaint is LiftForward, Inc. The Debtor has reached stipulations with a majority of the defendants in the Adversary Proceeding, including Wells Fargo Commercial Distribution Finance, LLC, Synnex Corporation, Ultegra Financial Partners, Inc., Silicon Mechanics, Inc., and CFO Business Advisors, LLC. The Debtor will be seeking a default judgement against the remaining Defendants who failed to Answer the Complaint.

Post Petition Factoring

On September 21, 2017, the Debtor filed a Motion for Order 1) Authorizing Post-Petition Factoring, 2) Authorizing the Debtor to Enter Into an Invoice Purchase Agreement, and 3) Granting Senior Liens and Security Interests (“Factoring Motion”). Pursuant to the Factoring Motion, the Debtor seeks authorization to enter into an Invoice Purchase Agreement with LSQ Funding Group, L.C. (“LSQ”) in order to factor its accounts receivable generated from contracts with government agencies that the Debtor has bid on and anticipates receiving. The Invoice Purchase Agreement is intended to allow the Debtor to generate working capital as work is

performed under the contracts in order to further fund its operations and its Plan. The Factoring Motion is currently pending before the Court.

Post Petition Claim

The Debtor has been subject to several contracts with the U.S. Department of Agriculture (“DOA”). In the case of one contract that existed pre-petition, the contract proceeds were assigned to Key Government Finance Inc. (“Key”). Despite the assignment which had been provided to the government, the DOA forwarded payments directly to the Debtor pre-petition in January and May of 2016 and the receipts were used by the Debtor in operations. In order to resolve the issue, Key accepted an agreement or note from the Debtor that provided for the Debtor to pay the payments due to Key over a period of time. The Debtor made payments to Key in December 2016 and February and March of 2017. The Debtor believes this resolved the Key claims that may have existed against the DOA since the claim had been compromised into an unsecured note owed by the Debtor. Nonetheless, after the chapter 11 case was filed on May 23, 2017 Key’s attorney notified the DOA of its assignment and attempted to collect the payments that had been paid to the Debtor pre-petition. The Debtor notified Key that it was violating the automatic stay and interfering with its contractual relationships and business prospects with the DOA. Key did back off of its position with the DOA on an interim basis. The Debtor had a bid into the DOA for a new contract award during this time. The Debtor did not receive the new contract and believes that the Key interference was a factor in the DOA decision. The Debtor does intend to pursue any remedy to which it is entitled with respect to Key.

Dated: October 2, 2017

HIGH PLAINS COMPUTING, LLC

By: /s/ Rodger Cree
Rodger Cree, Manager

Kutner Brinen, P.C. ("KB") has acted as legal counsel to HPC 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 independent investigation as to the veracity or accuracy of the statements contained herein. The Disclosure Statement is filed subject to the applicable provisions of Bankruptcy Rule 9011.

KUTNER BRINEN, P.C.

By: /s/ Lee M. Kutner
Lee M. Kutner, #10966
Keri L. Riley, #47605
1660 Lincoln Street, Suite 1850
Denver, CO 80264
Telephone: (303) 832-2400
Telecopier: (303) 832-1510

EXHIBITS TO DISCLOSURE STATEMENT

Exhibit A: List of unsecured creditor claims

Exhibit B: Projections

Exhibit C: Liquidation Analysis

High Plains Computing, Inc.
Chapter 11 Bankruptcy No. 17-14819
Disclosure Statement Exhibit
Unclassified Administrative Priority and Class 1 Claims

Unclassified Administrative Priority Claims

Creditor Name	Scheduled Amount or Proof of Claim	Notes
Park Place Technologies	\$ 37,554.20	Motion for Allowance Pending; Disputed
New Mexico Department of Revenue	\$ 11,458.63	Proof of Claim No. 12; Taxes
Maryland Unemployment Insurance	\$ 1,261.90	Unemployment taxes
Kutner Brinen, P.C. (Bankruptcy Counsel)	\$ 44,126.74	Estimated as of the Effective Date assuming litigation over the Plan and other pending matters
Doner Law, PLC	\$ -	Total fees are anticipated to be covered by pre-petition retainer if approved
Buechler & Garber (Counsel for Creditors Committee)	Unknown	
Total	\$ 94,401.47	

Priority Unsecured Claims

Dustin Greenberg	\$ 12,850.00	Proof of Claim No. 8; Commissions Due; 11 U.S.C. 507(a)(4)
Jerry Krenning	\$ 12,850.00	Proof of Claim No. 34; Commissions Due; 11 U.S.C. 507(a)(4)
Kaiser Permanente	\$ 4,963.66	Payments for Medical Plan; 11 U.S.C. 507(a)(5)
Madeline Stephens	\$ 12,850.00	Proof of Claim No. 15; Bonus due; 11 U.S.C. 507(a)(4)
Total	\$ 43,513.66	

Exhibit A

High Plains Computing, Inc.
Chapter 11 Bankruptcy No. 17-14819
Disclosure Statement Exhibit A
Unsecured Creditors, Class 3

Creditor Name	Scheduled Amount or Proof of Claim	Proof of Claim No.
ACG Systems, Inc.	\$ 5,885.61	23
All Copy Products	\$ 5,198.70	
All Copy Products Texas	\$ 2,930.00	
American Express	\$ 31,333.09	9
Avepoint Public Sector	\$ 342,334.63	31
B&H	\$ 6,000.00	
Bassec, LLC	\$ 39,728.93	
Cambridge Law	\$ 26,982.27	25
Capital One Credit Card	\$ 19,582.57	
Carahsoft	\$ 106,570.00	
CDW Government	\$ 39,503.65	11
CFO Business Advisors, LLC	\$ 105,661.00	
Chase Bank	\$ 4,484.45	
Chipman Glasser	\$ 1,251.00	41
Citi Bank	\$ 22,436.90	
CNP Technologies, LLC	\$ 97,198.61	19
Comcast Business	\$ 389.10	
Comm Link, Inc.	\$ 19,679.00	37
Commvault	\$ 10,521.87	
Comstor	\$ 10,502.00	
Davis Graham & Stubbs	\$ 12,570.00	26
DHL Express USA, Inc.	\$ 1,253.41	
Diversified	\$ 11,697.10	21
Dustin Greenberg	\$ 13,678.92	8
DLT Solutions	\$ 26,398.95	
Dynatouch Informed Techno	\$ 13,089.00	27
Eaton Corporation	\$ 21,488.60	24
EC America/Immit GE Cap	\$ 2,080.00	
EMC Corporation	\$ 5,473.20	
Emergent Systems Exchange	\$ 3,162.99	
Four Winds Int	\$ 8,725.60	
Gardant Technologies, Inc.	\$ 9,000.00	
Hewlett Packard Enterprise	\$ 6,662.00	35
HP, Inc.	\$ 289,000.00	14
IDEUM	\$ 17,893.68	5
Ingram Micro	\$ 790.79	6
InMon Corporation	\$ 7,920.00	16

IRS	\$	2,500.00	1
Jerry Krenning	\$	68,536.66	34
KBZ Communications, Inc.	\$	45,450.46	
LAZ Parking	\$	2,535.00	
Lenova Financial Services	\$	2,218.85	
Madeline Stephens	\$	3,877.00	15
Michael T. Johnson	\$	1,650.00	
Monster.com	\$	1,299.75	
Park Place Technologies	\$	62,537.57	30
Phoenix Analysis & Design	\$	7,027.31	18
Red River Computer Co., Inc.	\$	78,640.00	2
Rogue Wave Software, Inc.	\$	11,235.00	
Roth Jackson Gibbons Condlin, l	\$	7,610.81	
Sagelogix	\$	13,800.00	
Savoy AV, LLC	\$	3,728.15	
ScanSource, Inc.	\$	45,450.46	22
Silicon Mechanics, Inc.	\$	1,030,802.38	13
SolutionZ Videoconferencing	\$	299,453.94	36
SolutionZ RTS	\$	19,541.58	
Spectra Logics	\$	12,903.36	
Stealthcom Solutions, Inc.	\$	4,863.00	
Storage Hawk	\$	3,699.00	
SYNNEX	\$	53,665.94	3
Tech Data	\$	81,226.31	10
Technica Corporation	\$	12,893.00	
Technical Innovations	\$	9,798.06	20
The Allen Group, P.C.	\$	2,750.00	
The AR Group, LLP	\$	630.00	
Varstreet	\$	9,225.00	
Veteran Electronics	\$	1,500.00	
Wells Fargo	\$	98,886.36	7
Capital Merchant Services	\$	352,234.99	
Complete Business Solutions Gr	\$	499,658.89	28
FC Marketplace, LLC	\$	141,147.33	39
Key Government Finance, Inc.	\$	388,603.99	40
Lift Forward	\$	44,749.40	33
YES Capital LLC	\$	-	released by agreement
York Telecom Corp	\$	47,962.85	29
Total	\$	4,823,350.02	

<u>ASSET</u>	<u>VALUE</u>	<u>Cost of Sale/Recovery</u>	<u>Net Recovery</u>
Wells Fargo Bank Account (Current Value)	\$22,209.80	0	\$22,209.80
Deltek Prepayment*	\$9,042.00	0	\$9,042.00
Accounts Receivable	\$116,876.00	\$11,687.60	\$105,188.40
Accounts Receivable from Officers, Insiders, or Affiliates	\$2,190.00	\$219.00	\$1,971.00
Office Equipment, Furniture and Fixtures	\$13,668	\$1,366.80	\$12,301.20
Vehicles	\$3,863	\$386.30	\$3,476.70
Claims Against Ultegra Financial Partners**	\$154,000	\$61,600	\$92,400.00
Escrow Money Market Account	\$1,250	0	\$1,250.00
Total			\$247,839.10
Secured Interest of Wells Fargo			(\$277,489.89)
Net Liquidation Value to Unsecured Creditors			0
Avoidance Actions***	\$220,000.00	\$66,000.00	\$154,000.00
Chapter 7 Trustee Compensation			(\$10,950.00)
Chapter 7 Professional Fees			(\$10,000.00)
Chapter 11 Professional Fees			(\$50,000.00)
Priority Claims			(\$95,288.39)
Net Liquidation Value to Unsecured Creditors			\$0.00

*Assumes that all services and equipment necessary to recovery of the pre-payment have been provided

**Assumes that the Debtor prevails on its claims. Cost of recovery attributed to legal fees and costs associated with prosecuting the claims

***Value assumes best possible recovery and collection on all potentially viable claims.

***Cost of recovery attributed to legal fees not included in the professional fee summary

Exhibit C

HPC Solutions - Financial Forecast

Note: The company is currently in Chapter 11 bankruptcy, but expects to emerge in 2019.

Income Statement	2017	2018	2019
Revenue	\$2,600,000	\$9,200,000	\$17,000,000
Cost of Sales	\$2,100,000	\$7,100,000	\$13,300,000
Gross Margin	\$500,000	\$2,100,000	\$3,700,000
Operating Exp	\$2,000,000	\$1,600,000	\$1,900,000
NIBT	(\$1,500,000)	\$500,000	\$1,800,000
Taxes	\$ -	\$	(\$700,000)
Net Income	(\$1,500,000)	\$500,000	\$1,100,000
EBITDA	(\$900,000)	\$600,000	\$2,700,000
Balance Sheet			
Cash	\$50,000	\$50,000	\$200,000
Receivables	\$200,000	\$700,000	\$1,000,000
Other assets	\$350,000	\$250,000	\$200,000
Total Assets	\$550,000	\$1,000,000	\$1,400,000
Payables / other	\$250,000	\$500,000	\$900,000
ABL Line of credit	\$170,000	\$600,000	\$500,000
Debt pre-pet	\$4,675,000	\$4,200,000	\$0
Debt Post	\$255,000	\$300,000	\$1,900,000
Total Liabilities	\$5,350,000	\$5,600,000	\$ 3,300,000
Equity	(\$4,800,000)	(\$4,600,000)	(\$1,900,000)
Total Liab & Equity	\$550,000	\$4,100,000	\$ 1,400,000

Exhibit B