IN THE UNITED STATES BANKRUPTCY COURT FOR THE MIDDLE DISTRICT OF TENNESSEE NASHVILLE DIVISION

IN RE:)	
)	Case No. 316-08337
LEADER INDUSTRIES, INC.,)	Judge Harrison
)	Chapter 11
Debtor.)	-

DISCLOSURE STATEMENT TO ACCOMPANY PLAN OF REORGANIZATION PROPOSED BY THE DEBTOR DATED FEBRUARY 14, 2017

Leader Industries, Inc. (the "Debtor"), submits this Disclosure Statement for use in soliciting acceptances of its Plan of Reorganization (the "Plan").

INTRODUCTION

On November 21, 2016, the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. Since the filing of the petition, the Debtor has remained in possession of its property and operated its affairs as Debtor-in-Possession. No Trustee has been appointed, nor has a committee of unsecured creditors been appointed.

The purpose of a disclosure statement is to provide the holders of Claims against, and Interests in, a debtor with adequate information about the debtor and its assets and debts sufficient to enable such holders to make an informed judgment about the merits of approving a plan.

This Disclosure Statement is intended to contain "adequate information" (as defined in §1125(a) of the Code) of a kind, and in sufficient detail, that would enable a hypothetical investor typical of the holders of Claims or Interests in the case to make an informed judgment in voting to accept or reject the Plan. Approval of this Disclosure Statement by the Court does not constitute a recommendation to accept or reject the Plan.

Article I of the Plan contains definitions of certain terms. Where those terms are capitalized in this Disclosure Statement, they have the meaning set forth in Article I of the Plan.

DISCLAIMER

No representations concerning the Debtor, other than as set forth in this Disclosure Statement, are authorized by the Debtor. Any representations or inducements made to secure your acceptance that are other than as contained in this Disclosure Statement should not be relied upon by you in arriving at your decision.

The information contained in this Disclosure Statement has been derived from the Debtor's management. The Debtor's management believes the information to be correct, however, it has not been independently verified in every instance, nor has it been subjected to a certified audit.

TAX CONSEQUENCES

11 U.S.C. § 1125(a)(1) requires the Debtor to include a discussion of any potential material federal tax consequences of the Plan. Creditors and equity interest holders concerned with how the Plan may affect their tax liability should consult with their accountants, attorneys, or advisors. A tax consequence of the Chapter 11 filing is that the Debtor is entitled to exclude from gross income any cancellation of debt resulting from this Plan. The Debtor is not aware of any potential *material* Federal tax consequences to it or a hypothetical investor.

THE DEBTOR

The Debtor is a Tennessee corporation, solely owned by Jerry N. Gomer. The Debtor has nineteen employees. For year-to-date November 21, 2016, the Debtor had an estimated \$1,588,545 in gross revenue. The Debtor has business assets valued at \$1,026,107.49 and business-related liabilities of more than \$254,544.16.

The Debtor's financial problems began during the recession of 2008-2011. Business decreased and the Debtor was unable to accumulate capital necessary to fund operations beyond break even.

Mr. Gomer attempted for several years to sell the business or obtain additional capital. Primarily due to the capital required to repair and maintain aging equipment, capital required to fund purchase of material other than COD, and concern over cost of relocation of equipment if the buildings were to be sold, he had no offers. Mr. Gomer offered the company to the current employees of the Debtor essentially for free. They did not take him up on his offer.

Significant cash flow problems caused the Debtor to lose certification of products for use in Florida, which resulted in the loss of significant revenue, rendering the inventory essentially worthless. No funds have been available to repair and maintain equipment, causing several machines to be shut down and revenue streams limited. Several employees left after it became necessary to terminate the company's health insurance.

These factors caused the Debtor to become delinquent on almost \$100,000 of 941 taxes. Infusion of significant capital is the only solution to that problem.

Mr. Gomer has been inactive for over 10 years and has received occasional rent payments on the buildings occupied by the Debtor. Although Mr. Gomer has advanced considerable funds to the Debtor over many years, he expects no payment under the Plan. There are no insider claims other than potential payments to Mr. Gomer under the verbal month-to-month lease. Mr. Gomer's primary goals are to pay as much to creditors as possible, and save the jobs of all employees, many of whom have been there for over 30 years.

No sales or transfers have occurred outside the ordinary course of business.

The Debtor is not aware of any causes of action it may have that would result in any recovery of funds.

Since the filing of this case, the Debtor has attended its informal debtor conference and meeting of creditors, and has prepared and filed Schedules and Statement of Financial Affairs.

DEBTOR'S ASSETS

The Debtor's assets consist primarily of inventory, as well as general office equipment, furnishings and supplies, a bank account, and accounts receivable. A detail of all assets is attached hereto as Exhibit "A". The value of certain Assets are listed at cost. The fair market value are significantly less than the amounts listed.

DEBTORS' LIABILITIES

A. SECURED CLAIMS

Metropolitan Trustee. This Claimant holds a secured Claim in the approximate amount of \$20,840.56 secured by a first priority lien on the Debtor's personal property.

B. PRIORITY CLAIMS

<u>Internal Revenue Service</u>. This Claimant holds a priority claim in the approximate amount of \$97,774.75 for 2015 federal unemployment taxes, 2015 and 2016 federal withholding taxes, and 2016 federal income taxes.

<u>Tennessee Department of Revenue</u>. This Claimant holds a priority claim in the approximate amount of \$2,700.00 for state franchise and excise taxes.

C. POST-PETITION ADMINISTRATIVE CLAIMS

Administrative claims are accorded priority under 11 U.S.C. § 507. The following is a discussion of the administrative claims in this case:

<u>U.S. Trustee Quarterly Fees</u>. The Debtor will be current with payments to the U.S. Trustee on the Effective Date of the Plan.

D. UNSECURED CLAIMS

The Debtor has unsecured debt as set forth in Exhibit "B" hereto.

FINANCIAL CONDITION OF THE DEBTOR

A. POST-PETITION OPERATIONS

All detailed monthly operating reports are available from the Court Clerk for inspection and copying. A liquidation analysis set out below clearly shows that the Plan is significantly more beneficial to creditors than liquidation.

B. <u>EXPECTED FUTURE INCOME</u>

The Debtor expects to have accumulated sufficient funds to meet its operating expenses post-confirmation and make all Plan payments. A list of estimated monthly Plan payments is attached hereto as Exhibit "C". A detailed pro-forma budget is attached hereto as Exhibit "D".

SUMMARY OF THE PLAN

C. CLASSIFICATION OF CLAIMS AND INTERESTS

The Claims of creditors and Interests of equity security holders under the Plan are divided into the following classes and subclasses:

Class 1 Secured Claims of the Metropolitan Trustee

Class 2 General Unsecured Claims

Class 3 *Ownership Interests*

D. TREATMENT OF CLAIMS

The following is a summary of the treatment provided in the Plan to each Class of Claims and Interests:

Class 1 Claims: Class 1 consists of the Allowed Secured Claim of the Metropolitan Trustee. The Class 1 Claim shall be Allowed in the amount of \$20,840.56. The rate of interest paid to the Class 1 Claimant shall be twelve percent (12.0%) per annum. Payments shall begin on the first day of the month following the Effective Date of the Plan and shall continue on the first day of the month for sixty (60) months. The Class 1 Claimant shall retain its lien on the Class 1 Collateral.

Class 2 Claims: Class 2 consists of all Allowed General Unsecured Claims not entitled to priority and not expressly included in the definition of any other class. This Class includes, without limitation, Claims arising out of the rejection of any executory contract or unexpired lease, each Allowed Claim secured by a lien on property in which the Debtor has an interest to the extent that such Claim is determined to be unsecured pursuant to 11 U.S.C. § 506(a), and each such Claim of the class described in 11 U.S.C. § 507(a), to the extent that the Allowed amount of such Claim exceeds the amount which such Claim may be afforded priority thereunder. The Class 2 Claimants shall receive ten percent (10%) of their Allowed Claims, payable over 60 months. The first payment shall be due on or before the first day of the month following the Effective Date of the Plan.

Class 3 Claims: Class 3 shall consist of the interest of the Debtor's sole owner, Jerry N. Gomer. Mr. Gomer shall transfer his one hundred percent (100%) ownership interest in the Debtor to unaffiliated entity, Sheet Metal Works, LLC, in exchange for a \$100,000 cash infusion.

SUMMARY OF OTHER PROVISIONS OF THE PLAN

Legally Binding Effect. Confirmation of the Plan will bind the Debtor and all creditors and Interest holders, whether or not they accept the Plan. Confirmation will also discharge the Debtor from all debts that arose before the Confirmation Date. The distributions of consideration provided for in the Plan will be in exchange for and in complete settlement, satisfaction and discharge of all Claims and Interests, including any Claim for interest after the Petition Date. On the Confirmation Date, all creditors shall be precluded from asserting any Claim against the Debtor or its property based upon any transaction or other activity of any kind that occurred prior to the Confirmation Date.

Modification of the Plan. The Debtor may propose amendments to or modifications of the Plan at any time prior to the Confirmation Date provided that the amended Plan satisfies the requirements of the Code. Unless, within the time fixed by the Court, a creditor changes its previous acceptance or rejection of the Plan, such previous election shall be deemed applicable to the amended Plan.

Post-Confirmation Jurisdiction. The Court shall retain exclusive jurisdiction over this Chapter 11 case for the purpose of determining any matters pertaining to the Plan or the Confirmation Order, as well as determining all disputes, suits or controversies arising out of the Plan and its interpretation, enforcement or consummation. Persons reading this Disclosure Statement should refer to the Plan for a more detailed discussion of the Court's continuing jurisdiction over the Debtor and this case.

<u>Post-Confirmation Reporting</u>. Pursuant to Local Rule 2015-2(b), amended December 31, 2014, the reorganized Debtor shall file with the Court, a Chapter 11 Post-Confirmation Quarterly Report in the form of Appendix I to the Local Rules, which shall be due on or before April 30, July

31, October 31 and January 31. These reports will be on file with the Clerk of the Bankruptcy Court, Customs House, 701 Broadway, Nashville, Tennessee 37203.

LIQUIDATION ANALYSIS

To obtain confirmation of the Plan, the Debtor must show that each holder of an impaired Claim or interest has accepted the Plan, or that each holder will receive or retain under the Plan on account of the holder's Claim or interest, property of a value, as of the Effective Date of the Plan, that is not less than the amount such holder would receive or retain if the Debtor's assets were liquidated under Chapter 7 of the Code on said date.

The starting point in determining the amount which creditors of each class of unsecured claims and interest would receive in a Chapter 7 case under Bankruptcy Code, is to estimate the dollar amount that would be generated from the forced liquidation of the Debtors (the "liquidation proceeds").

The liquidation proceeds of the Debtor would consist of the proceeds from the sale of all of the assets of the Debtor, plus cash held by the Debtor and recoveries on any actions against other parties. The liquidation proceeds would first be used to pay allowed secured claims, then be reduced by the cost of the liquidation. Costs of liquidation of the Debtor would likely include the fees of the Chapter 7 Trustee, as well as those of counsel and other professionals that would be retained by the Trustee, actual selling expenses, any unpaid expenses incurred by the Debtor during reorganization under this Chapter 11 (such as fees for attorneys and accountants), and any claims arising by reason of the Trustee's rejection of any contractual or lease obligations of the Debtor. These claims, and such other claims which are likely to arise during the liquidation process under Chapter 7, will result in a diminution of the liquidation proceeds available to pay unsecured creditors. The Debtor asserts

that the present value of the distributions which could be anticipated from the net liquidation proceeds should be compared with the present value offered to each of the classes of unsecured claims and interests under the Plan.

The assets to be liquidated would consist of equipment and supplies specifically used in operation of the Debtor's business. Even without considering the costs of liquidation, the Debtor believes that there would not be enough funds available to pay the secured claims in full, as any such disposition would likely occur by auction and would result in much lower sale prices. The Debtor believes that liquidation costs would exceed the actual recovery.

In contrast to a forced liquidation, this Plan offers all creditors an opportunity to be paid in full up to the value of their collateral. The Debtor's failure to obtain confirmation of the Plan will deprive creditors of the opportunity to receive payments towards their claims due to the *de minimis* liquidation value of the Debtor after payment toward secured debt. Consequently, the Debtor submits that confirmation of the Plan is in the best interest of creditors and should be approved.

			Estimated Re	coverability		Estimated R	eco	coverability		
		Value	Low %	High %		Low \$		High \$		
<u>ASSETS</u>										
Cash		4,000	100.00%	100.00%		4,000		4,000		
Accounts Receivable		226,272	45.00%	60.00%		101,822		135,763		
Inventory		558,202	5.00%	7.50%		27,910		41,865		
Office - Furniture, Equipment, Machines, Tools		214,200	5.00%	7.50%		10,710		16,065		
Automobiles/Rolling Stock		9,900	20.00%	30.00%		1,980		2,970		
Total Assets	\$	1,012,574			\$	146,423	\$	200,663		
				Total Assets	\$	146,423	\$	200,663		
			Secured Creditors			-		-		
		Cha	apter 7 - Trustee, Legal Fees			(65,000)		(65,000)		
			Priority Tax			(117,302)		(117,302)		
		Post-Petition	n Accrued Lease Obligations			(40,732)		(40,732)		
			Causes of Action			-		-		
		Estima	nated Available to Unsecured			(76,612)	\$	(22,371)		
			Unsecu	red Payables		(137,242)		(137,242)		
			Unsecur	red Creditors		-		-		
	Esti	mated Recove	ry for Unsecure	ed Claims (\$)	\$	(213,854)	\$	(159,613)		
	Estin	nated Recover	y for Unsecured	l Claims (%)		-35.8%		-14.0%		

NEW OWNERSHIP UNDER PLAN

The Plan proposes a transfer of Mr. Gomer's one hundred percent (100%) ownership interest in the Debtor to unaffiliated entity, Sheet Metal Works, LLC, in exchange for a \$100,000 cash infusion.

New ownership intends to pursue the following initiatives: first, invest time, effort and capital to reestablish expired certifications for its existing products and to pursue new certifications; second, reach out to customers who stopped ordering from the business because of a failure to deliver product and attempt to regain relationships with below market pricing or other incentives; third, work internally to reestablish health insurance for the employees and other items to retain talent, boost morale and attract new hires; lastly, invest capital to buy raw material necessary to fulfill orders and to repair or maintain broken or failing manufacturing equipment.

Clay Blevins is the President of Sheet Metal Works, LLC. He received his BA and MBA from Rollins College and has held past positions with a mergers and acquisitions firm in New York City and an HVAC wholesaler in Newark, NJ. For the last 14 years, he has also been the owner of Comfort Supply, a 45-year-old heating and air conditioning distributor that sells equipment and supplies to contractors. One of the state's first HVAC wholesalers, the company now has six locations throughout Tennessee. Mr. Blevins is not an insider. Additionally, Jon Newnam, a 31-year veteran employee of Leader Industries, will remain an employee and will continue to be in charge of manufacturing operations. Sheet Metal Works, LLC is a new entity organized for the sole purpose of attempting to salvage Leader Industries. It has no debt and is privately funded by Mr. Blevins. Until the business can reestablish its customer base and return to health, Mr. Blevins will not be paid a salary.

CONFIRMATION PROCEDURES

The Plan cannot be consummated unless it is confirmed by the Court. Confirmation of the Plan requires that, among other things, either (i) each Class of Claims or Interests that is impaired by the Plan has voted to accept the Plan by the requisite majority, or (ii) the Plan is determined by the Court to be fair and equitable, as defined by the Bankruptcy Code, with respect to Classes of Claims or Interests that have rejected the Plan. The Bankruptcy Code also requires that the confirmation of the Plan be in the "best interests" of all holders of Claims and Interests. The Debtor believes that the Plan meets the Confirmation requirements of the Bankruptcy Code.

<u>Creditors Eligible to Vote</u>. Only the votes of Classes whose Claims or Interests are impaired by the Plan will be counted in connection with the Confirmation of the Plan. Generally, and subject to the specific provisions of § 1124 of the Bankruptcy Code, a Class is "impaired" if its legal,

equitable or contractual rights attaching to the Claims or Interests of that Class are modified by the Plan. In determining acceptance of the Plan, votes will be counted only if submitted by a holder of an Allowed Claim or Allowed Interest. Claims or Interests may be Allowed by the Court for voting purposes only. Class 4 of the Plan includes Claims or Interests that are not impaired under the Plan. All other Classes of Claims or Interests are impaired.

Acceptance Necessary to Confirm the Plan. For the Plan to be accepted and thereafter confirmed, it must be accepted by at least one Class of Claims which is impaired by the Plan. Under § 1126 of the Code, the impaired Class is deemed to have accepted the Plan if: (i) with respect to a Class of Claims, votes representing at least two-thirds (2/3) in amount and more than one-half (1/2) in number of Allowed Claims that have voted in that Class have accepted the Plan, and (ii) with respect to a Class of Interests, votes representing at least two-thirds (2/3) in amount of those Allowed Interests that have voted have accepted the Plan; provided that the vote of any holder of an Allowed Claim or Allowed Interest whose acceptance or rejection of the Plan was not made in good faith, as determined by the Court, will not be counted.

If a Class of Claims has been impaired by the Plan, the impaired Class must accept the Plan. Otherwise, the Court, in order to confirm the Plan, must independently determine that the Plan provides to each holder of a Claim or Interest, as the case may be, of such Class a recovery which has a value, as of the Effective Date, at least equal to the value of the distribution which such holder would receive or retain if the Debtor was liquidated under Chapter 7 of the Bankruptcy Code on the Effective Date.

Manner of Voting. In voting for or against the Plan, please use only the ballot sent to you with this Disclosure Statement. If a creditor has an Allowed Claim or Allowed Interest in more than

one Class, such creditor may vote multiple ballots. Holders of Allowed Claims or Allowed Interests entitled to vote to accept or reject the Plan may vote by completing, dating, signing and transmitting the ballot to: Emerge Law PLC, 2021 Richard Jones Road, Suite 240, Nashville, Tennessee 37215, Emailto:Em

To be counted, a ballot must be received at the above address on or before the date and time set forth in the ballot. A ballot, once submitted, cannot be withdrawn or modified except as provided under the Bankruptcy Code.

Confirmation Without Unanimous Acceptance. Section 1129(b) of the Bankruptcy Code provides that the Plan may be confirmed by the Court despite not being accepted by every impaired Class if: (i) at least one impaired Class of Claims, excluding the Claims of insiders, has accepted the Plan; and (ii) the Court finds that the Plan does not discriminate unfairly and is fair and equitable to the rejected Classes. Among other things, such a finding would require a determination by the Court that the Plan provides that no holder of an Allowed Claim or Allowed Interest junior to the rejecting Class will receive or retain property or payment under the Plan until or unless such rejecting Class is paid in full.

The Debtor reserves the right pursuant to § 1129(b) of the Code to request the Court to confirm the Plan if all of the applicable requirements of § 1129(a) of the Code have been met. In addition, the Debtor reserves the right pursuant to § 1126(e) of the Code to request the Court to strike any ballot rejecting the Plan cast by any holder of a Claim or Interest which was not cast in good faith.

Hearing on Confirmation of the Plan. The Court will set a hearing on Confirmation of the Plan to determine whether the Plan has been accepted by the requisite number of holders of Claims

and Interests and whether the other standards for Confirmation of the Plan have been satisfied. The hearing may be adjourned from time to time without further written notice other than an announcement in open Court.

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DATED: February 14, 2017.

Respectfully submitted,

LEADER INDUSTRIES, INC.

/s/ Carrie B. Weatherspoon

By: Carrie B. Weatherspoon Its: Authorized Officer

/s/ Elliott W. Jones

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ATTORNEYS FOR DEBTOR

ASSETS (as of Petition Date)

Description of Property	<u>Value</u>
Cash/Accounts	17,533.26
Accounts Receivable	226,272.20
Inventory*	558,202.03
Office Furniture/Office Equipment/Machines/Tools*	214,200.00
Vehicles	9,900.00
	1,026,107.49

^{*} Values stated are at cost; fair market value of these assets are significantly less than these amounts.

UNSECURED CREDITORS

Creditor	Claim Amount
Averitt Express Inc	34,728.67
Capital Hardware	8,027.56
Central Transport	936.40
Chicago Rivet	850.06
City Logistics	4,345.00
Conklin Metals	35,992.05
Conway Freight	181.43
Fedex Freight	13,831.93
General Insulation	11,456.64
Global Thermoforming	2,061.00
Goldman & Wise	2,000.00
Matandy Steel	17,381.66
Metal Supermarkets	3,329.41
Old Dominion Freight	2,435.97
PemTex Industries	83.60
Sherwin Williams	462.98
Tennessee Department of Revenue	1,040.92
UPS Chain Solutions	694.80
UPS Freight	21,281.07
Volunteer Express Inc	8,457.33
Walker Lumber & Hardware	1,748.64
XPO Logistics	1,120.42
	172,447.54

PLAN TERMS SPREADSHEET

Class	s Creditor	Collateral	Fair Market Value	Original Claim Amount		Allowed Claim Amount		Payment Frequency	Term (months)	Interest Rate	Payment Amount
	Administrative		n/a	\$	-	\$	-	One-time	n/a	n/a	-
	Tax Claims Internal Revenue Service Tennessee Department of Revenue	n/a n/a	n/a n/a	\$ \$	97,774.75 2,700.00		97,774.75 2,700.00	Monthly Monthly	60 60	3.000% 3.000%	1,756.88 48.52
1	Metropolitan Trustee	Personal Property (1)		\$	20,840.56	\$	20,840.56	Monthly	60	12.000%	463.59
2	General Unsecureds	n/a	n/a	\$	172,447.54	\$	17,244.75	Monthly	60		287.41
											2,556.40

	Year 1	Year 2 Year 3		Year 3		Year 4		Year 5		Total		
Income												
Sales	\$ 1,800	\$ 2,070	\$	2,329	\$	2,503	\$	2,622	\$	11,324		
Returns and Refunds	\$ (4)	\$ (4)	\$	(5)	\$	(5)	\$	(5)	\$	(23)		
Net Sales	\$ 1,796	\$ 2,066	\$	2,324	\$	2,498	\$	2,617	\$	11,302		
Cost of Goods Sold	\$ (1,314)	\$ (1,449)	\$	(1,630)	\$	(1,752)	\$	(1,836)	\$	(7,981)		
Gross Profit	\$ 482	\$ 617	\$	694	\$	746	\$	781	\$	3,321		
SG&A												
Salaries	\$ (229)	\$ (233)	\$	(238)	\$	(243)	\$	(247)	\$	(1,190)		
FICA	\$ (18)	\$ (18)	\$	(19)	\$	(19)	\$	(19)	\$	(94)		
Insurance	\$ (31)	\$ (32)	\$	(33)	\$	(34)	\$	(35)	\$	(164)		
Rent/Property Tax	\$ (122)	\$ (134)	\$	(146)	\$	(170)	\$	(170)	\$	(743)		
Telephone	\$ (22)	\$ (22)	\$	(23)	\$	(24)	\$	(24)	\$	(115)		
Trash	\$ (7)	(7)		(7)		(7)		(8)	\$	(36)		
Utilities	\$ (72)	(74)		(76)		(79)		(81)	\$	(382)		
US Trustee Fees	\$ (10)	-	\$	-	\$	-	\$	-	\$	(10)		
Interest	\$ (3)	(4)		(3)		(2)		(1)	\$	(12)		
Other	\$ (86)	\$ (86)	\$	(88)	\$	(90)	\$	(92)	\$	(442)		
Total SG&A	\$ (599)	\$ (611)	\$	(633)	\$	(667)	\$	(677)	\$	(3,188)		
Operating Income	\$ (116)	\$ 5	\$	61	\$	79	\$	104	\$	133		
Collection of BK AR	\$ 140	\$ 35							\$	175		
Taxes at 25%	\$ (6)	\$ (10)	\$	(15)	\$	(20)	\$	(26)	\$	(77)		
Net Income	\$ 18	\$ 30	\$	46	\$	59	\$	78	\$	231		
Plan Debt Service - Principal	\$ (13)	\$ (27)	\$	(28)	\$	(29)	\$	(30)	\$	(127)		
Debt Reduction	\$ -	\$ -	\$	-	\$	-	\$	-	\$	-		
Net Income after Plan Principal Payments	\$ 5	\$ 3	\$	18	\$	30	\$	48	\$	104		

Other: includes Office Supplies, Contract Labor - Office, Computer Exp., Meals, Trash Collection, Equipment Repairs, Taxes - Personal Property, Bank Charges