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UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

IN RE: NAVELLIER & ASSOCIATES INC., Debtor. ____________________________/	Case No.: BK-25-50820-hlb (Chapter 11) Hearing Date: TBD Hearing Time: TBD

DISCLOSURE STATEMENT

Dated:	June 5, 2026
Filed by:	NAVELLIER & ASSOCIATES INC., a Nevada corporation, Debtor.
Debtor's Counsel:	HARRIS LAW PRACTICE LLC 850 E. Patriot Blvd., Suite F Reno, NV 89511 (775) 786-7600 McDONALD CARANO LLP 100 W. Liberty Street, 10th Floor Reno, NV 89501 (775) 788-2000

I. INTRODUCTION

NAVELLIER & ASSOCIATES INC. ("Debtor" or "NAI"), Debtor and Debtor-in-Possession in the above-captioned Chapter 11 case, provides the information contained in this DISCLOSURE STATEMENT ("Disclosure Statement") to all known creditors and other parties in interest of the Debtor in order to disclose that information deemed material, important, and necessary to the creditors to arrive at a reasonably informed decision in exercising their rights to vote for acceptance of its PLAN OF REORGANIZATION.

Together with this Disclosure Statement, each creditor should also have received a copy of the PLAN OF REORGANIZATION ("Plan"), as may be further amended, supplemented, and modified, a form ballot substantially conforming to Official Form 314 ("Ballot") on which creditors and other parties in interest who are entitled to vote may cast their respective votes, and a copy of an order approving this Disclosure Statement, as may be further amended, supplemented, and modified, which indicates that the Bankruptcy Court has approved this Disclosure Statement for circulation to creditors in that it contains information of a kind and of sufficient detail, as far as it is reasonably practicable, to enable creditors and other parties in interest to make an informed decision about the Plan. As indicated in the instructions accompanying the Ballot, which is the form on which you may cast your vote to accept or reject the Plan, the Ballot must be mailed to Debtor's counsel in time to ensure that your Ballot will be received by the due date. Ballots received after the due date may not be counted.

Summary of Plan

The Plan was crafted to optimize the value of the Debtor's current assets and business operations to generate future reoccurring revenue.

The Debtor has considered and analyzed various options to determine the structure that is most likely to optimize value for and return the most value to the Debtor's creditors within a reasonable time. The Plan, and all related financial projections, are based on what the Debtor believes is the best and most feasible path that will result in payment to allowed secured and unsecured creditors and will also allow the equity holders to retain their ownership interest in the Debtor. Accordingly, the Debtor urges creditors to vote in support of the Plan.

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The Debtor requests that you carefully read this Disclosure Statement and the Plan before deciding to accept or reject the Plan. Please direct particular attention to the provisions of the Plan affecting your rights as well as the Liquidating Analysis that describes the results that would likely be obtained in the event the Debtor's business is discontinued, and its assets liquidated by a trustee of the Court.

Definitions: Unless otherwise noted, all capitalized terms in this Disclosure Statement are defined in the accompanying Plan.

II. THE CHAPTER 11 CONFIRMATION PROCESS

The Chapter 11 confirmation process is governed, in large part, by the Bankruptcy Code. Under the Bankruptcy Code, to be confirmed, the Plan must be accepted by at least one (1) Class of Creditors whose Claims against the Debtor will be "impaired" under the Plan. Claimants who are scheduled to receive full payment on their Claims without any modification or changes to their right to payment are considered "unimpaired," are deemed by the Bankruptcy Code to have accepted the Plan and, therefore, do not vote. Only Creditors whose Claims are "impaired" (meaning a Creditor's specific payment terms are modified or changed under the Plan) are entitled to vote in favor of accepting or rejecting the Plan. A Class of Claims is "impaired" if the amount to be paid to the Class provides the Claimants in that Class with less than full payment of the Allowed Claims in that Class or the terms of repayment are extended beyond the contractual due date or some other legal or contractual terms, such as the interest rate, are changed. Acceptance by such Class of Claims requires at least more than one-half of the Creditors in the Class who cast accepting votes on the Plan who hold at least two-thirds of the total dollar amount of the Claims in the Class casting votes on the Plan.

III. DISCLAIMER

THE INFORMATION CONTAINED IN THIS DISCLOSURE STATEMENT IS INCLUDED FOR PURPOSES OF SOLICITING ACCEPTANCES OF THE PLAN OF REORGANIZATION PROPOSED BY THE DEBTOR AND MAY NOT BE RELIED UPON FOR ANY PURPOSE OTHER THAN TO DETERMINE HOW TO VOTE ON THE PLAN. NO PERSON MAY GIVE ANY INFORMATION OR MAKE ANY REPRESENTATIONS, OTHER THAN THE INFORMATION AND REPRESENTATIONS CONTAINED IN THIS DISCLOSURE STATEMENT, REGARDING THE PLAN OR THE SOLICITATION OF ACCEPTANCES OF THE

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PLAN.

THIS DISCLOSURE STATEMENT AND THE PLAN WERE COMPILED FROM INFORMATION OBTAINED FROM NUMEROUS INDUSTRY SOURCES BELIEVED TO BE ACCURATE TO THE BEST OF THE DEBTOR'S KNOWLEDGE, INFORMATION, AND BELIEF. NO GOVERNMENTAL AUTHORITY HAS PASSED ON, CONFIRMED, OR DETERMINED THE ACCURACY OF THE INFORMATION CONTAINED HEREIN.

THIS DISCLOSURE STATEMENT SETS FORTH CERTAIN INFORMATION REGARDING THE DEBTOR'S PREPETITION OPERATING AND FINANCIAL HISTORY, THE NEED TO SEEK CHAPTER 11 PROTECTION, SIGNIFICANT EVENTS DURING THE CHAPTER 11 CASE, AND THE ANTICIPATED ORGANIZATION, OPERATIONS, AND FINANCING OF THE DEBTOR UPON SUCCESSFUL EMERGENCE FROM CHAPTER 11. THIS DISCLOSURE STATEMENT ALSO DESCRIBES TERMS AND PROVISIONS OF THE PLAN, CERTAIN EFFECTS OF CONFIRMATION OF THE PLAN, CERTAIN RISK FACTORS, AND THE CONFIRMATION PROCESS AND VOTING PROCEDURES THAT HOLDERS OF CLAIMS ENTITLED TO VOTE UNDER THE PLAN MUST FOLLOW FOR THEIR VOTES TO BE COUNTED.

UNLESS OTHERWISE NOTED, ALL DOLLAR AMOUNTS PROVIDED IN THIS DISCLOSURE STATEMENT AND THE PLAN ARE GIVEN IN UNITED STATES DOLLARS.

ALL CREDITORS ARE ADVISED AND ENCOURAGED TO READ THIS DISCLOSURE STATEMENT AND THE PLAN IN THEIR ENTIRETY BEFORE VOTING TO ACCEPT OR REJECT THE PLAN. PLAN SUMMARIES AND STATEMENTS MADE IN THIS DISCLOSURE STATEMENT ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO THE PLAN, THE EXHIBITS AND SCHEDULES ANNEXED TO THE PLAN, THE PLAN SUPPLEMENT DOCUMENTS ONCE FILED, AND THIS DISCLOSURE STATEMENT. THE STATEMENTS CONTAINED IN THIS DISCLOSURE STATEMENT ARE MADE ONLY AS OF THE DATE HEREOF, AND THERE CAN BE NO ASSURANCE THAT THE STATEMENTS CONTAINED HEREIN WILL BE CORRECT AT ANY TIME AFTER THE DATE HEREOF.

THIS DISCLOSURE STATEMENT HAS BEEN PREPARED IN ACCORDANCE WITH SECTION 1125 OF THE UNITED STATES BANKRUPTCY CODE AND RULE 3016(c) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND NOT NECESSARILY IN ACCORDANCE WITH FEDERAL OR STATE SECURITIES LAWS OR OTHER NON-BANKRUPTCY LAW. THIS DISCLOSURE STATEMENT HAS BEEN NEITHER APPROVED NOR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION (THE "SEC"), NOR HAS THE SEC PASSED UPON THE ACCURACY OR ADEQUACY OF THE STATEMENTS CONTAINED HEREIN. PERSONS OR ENTITIES TRADING IN OR OTHERWISE PURCHASING, SELLING OR TRANSFERRING SECURITIES OR CLAIMS OF DEBTOR IN THIS CASE SHOULD EVALUATE THIS DISCLOSURE STATEMENT AND THE PLAN IN LIGHT OF THE

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PURPOSE FOR WHICH THEY WERE PREPARED.

AS TO CONTESTED MATTERS, ADVERSARY PROCEEDINGS AND OTHER ACTIONS OR THREATENED ACTIONS, THIS DISCLOSURE STATEMENT SHALL NOT CONSTITUTE OR BE CONSTRUED AS AN ADMISSION OF ANY FACT OR LIABILITY, STIPULATION OR WAIVER, BUT RATHER AS A STATEMENT MADE IN SETTLEMENT NEGOTIATIONS PURSUANT TO RULE 408 OF THE FEDERAL RULES OF EVIDENCE AND OTHER APPLICABLE EVIDENTIARY RULES. THIS DISCLOSURE STATEMENT SHALL NOT BE ADMISSIBLE IN ANY NON-BANKRUPTCY PROCEEDING NOR SHALL IT BE CONSTRUED TO BE CONCLUSIVE ADVICE OF THE TAX, SECURITIES, OR OTHER LEGAL EFFECTS OF THE PLAN AS TO HOLDERS OF CLAIMS AGAINST, OR INTERESTS IN, DEBTOR.

TO ENSURE COMPLIANCE WITH TREASURY DEPARTMENT CIRCULAR 230, EACH HOLDER IS HEREBY NOTIFIED THAT (A) ANY DISCUSSION OF U.S. FEDERAL TAX ISSUES IN THIS DISCLOSURE STATEMENT IS NOT INTENDED OR WRITTEN TO BE RELIED UPON, AND CANNOT BE RELIED UPON, BY ANY HOLDER FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED ON A HOLDER UNDER THE TAX CODE; (B) SUCH DISCUSSION IS INCLUDED BY THE DEBTOR IN CONNECTION WITH THE PROMOTION OR MARKETING (WITHIN THE MEANING OF CIRCULAR 230) BY THE DEBTOR OF THE TRANSACTIONS OR MATTERS ADDRESSED HEREIN; AND (C) EACH HOLDER SHOULD SEEK ADVICE BASED ON ITS PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

IV. <u>THE DEBTOR'S HISTORY</u>

A. Entity Description: NAVELLIER & ASSOCIATES INC. is a Nevada corporation formed in Nevada on September 15, 1988.

B. History: Since 1987 and even before formally incorporating, NAI has been a registered investment adviser firm, CRD# 107568/ SEC# 801-30582. NAI's primary purpose has been to provide investment and money management advice to high net worth parties. As of March 31, 2026, NAI reported total assets under management of $959,530,505 on its SEC Form 13F .

NAI's President, Director, and Chief Investment Officer, Louis Navellier, began publishing his quantitative analysis on growth stocks in 1980. In 1987 he formed NAI and began managing private accounts for NAI's customers. Mr. Navellier is a nationally renowned money manager and growth investor and the author of several books and investing newsletters. His investment advice is also regularly covered by various media outlets, and he appears regularly on various money shows.

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C. SEC Judgment:

On August 31, 2017, the U.S. Securities and Exchange Commission ("SEC") filed a complaint against NAI and Mr. Navellier in Boston, MA, alleging that from 2010 to 2013, NAI and Mr. Navellier misled their clients and prospective clients about the performance track records of "Vireo AlphaSector" investment strategies that NAI offered under the "Vireo" brand name. *See SEC v. Navellier & Associates Inc., and Louis Navellier*, Case No. 17-CV-11633 (D. Mass. Aug. 31, 2017). NAI and Mr. Navellier denied the allegations. Eventually, the SEC obtained an Amended Final Judgment ("SEC Judgment") against NAI and Mr. Navellier despite the SEC never showed that NAI's clients suffered any financial harm as a result of investing in Vireo products, and in fact most of them profited. The SEC Judgment against NAI is for civil penalties in the amount of $2 million plus post-judgment interest payable to the SEC, and $29,369,890 ("Disgorgement Award") plus post-judgment interest, jointly and severally with Mr. Navellier, for disgorgement representing profits and sale proceeds allegedly gained from sales of the complained of Vireo products.

Importantly, the SEC represented to the trial court that it "intends to distribute to the Vireo AlphaSector clients any disgorgement awarded." *SEC v. Navellier & Assocs.*, 108 F4th 19, 41 n. 14 (1st Cir. 2024) *cert. denied* 145 S.Ct. 2777 (June 6, 2025). The SEC Judgment also stated that the SEC "shall hold the funds and may propose a plan to distribute the Fund subject to the court's approval."

NAI and Mr. Navellier appealed the SEC Judgment, which was affirmed by the First Circuit. On June 6, 2025, the United States Supreme Court denied a petition for writ of certiorari, and on August 18, 2025, denied a request for rehearing. Shortly after that, NAI filed its voluntary chapter 11 petition on September 5, 2025 ("Petition Date") to preserve NAI's going concern business from the SEC's collection efforts.

DESCRIPTION AND VALUATION OF DEBTOR'S ASSETS

The Debtor's known assets that existed on the Petition Date as identified on the Debtor's Schedules of Assets and Liabilities are generally described as follows with estimated values:

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Cash and bank accounts	$ 830,482.24
Prepaid deposits	$ 14,595.30
Accounts Receivable (net of doubtful accounts)	$ 134,829.32
Misc. office furniture and fixtures	$ 5,000.00
Misc. office equipment	$ 2,000.00
Misc. software	$ 0.00
2005 Honda Odyssey Van	$ 5,000.00
Website and internet domain names	$ 0.00
Customer lists and goodwill	$1,400,000.00
Total estimated market value:	$2,391,906.86

V. SIGNIFICANT POST-PETITION EVENTS

The following significant events have occurred in this case post-petition:

- The Debtor obtained Court approval to employ Harris Law Practice LLC and McDonald Carano LLP as its general bankruptcy co-counsel.
- The Debtor obtained Court approval to employ Omni Agent Solutions as claims and noticing agent in this chapter 11 case.
- Debtor provided notice of this chapter 11 case and claims bar date to over 6,000 former clients who invested in the Vireo products and who were allegedly harmed by the Debtor's actions complained of by the SEC that resulted in the SEC Judgment.
- On December 5, 2025, the SEC filed a *Complaint to Determine Dischargeability of Debt* [ECF No. 64] [ECF No. 1, Adv. No. 25-05047-hlb] ("Complaint") with respect to the SEC Judgment. Pursuant to an agreement between the Debtor and SEC, the Debtor has not yet filed a response to the Complaint.
- On January 13, 2026, The SEC filed a *Motion to Dismiss Case or in the Alternative, to Convert Case to Chapter 7* [ECF No. 76]. The Debtor filed an opposition [ECF No. 99], and the hearing is currently scheduled for July 8, 2026, at 10:30 a.m.
- Debtor has engaged in settlement discussions with the SEC to try to resolve the

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SEC Judgment and contested matters in this case between the parties.

ADMINISTRATIVE AND UNCLASSIFIED CLAIMS

ADMINISTRATIVE CLAIMS:

Unless otherwise agreed to by a holder of an Allowed Administrative Claim and the Debtor, all Allowed Administrative Claims shall be paid in full (a) if Allowed on or before the Effective Date, on or promptly following the Effective Date, (b) if Allowed after the Effective Date, on or promptly following the date of allowance, (c) if based on liabilities as to which there exists no dispute that the Debtor incurred in the ordinary course, in the ordinary course of business according to the terms and conditions of the particular transaction, or (d) at such time and upon such terms as set forth in a Final Order. The following are Debtor's current estimates of Administrative Claims that may be incurred prior to the Effective Date (provided, however, that the listing of these Administrative Claims herein shall not constitute any allowance (or deemed allowance) thereof and none of these has been Allowed by the Bankruptcy Court):

Anticipated Claim Amount	Description
$0.00	Fees that are owed the U.S. Trustee's Office for the applicable quarters of 2026 prior to the Confirmation Date [Debtor anticipates that payment of these fees will be made when due.]
Unknown	Estimated administrative professional legal fees and costs for the Debtor's general bankruptcy attorneys, Harris Law Practice LLC and McDonald Carano LLP (estimated collectively at $200,000 to $500,000).
Unknown	Estimated administrative professional legal fees and costs for any special counsel or other professionals employed by Debtor.
Unknown	Estimated fees and costs incurred by Omni Agent Solutions as claims and noticing agent (estimated at $100,000 to $150,000).
$0.00	Post-petition accounts payable incurred in the ordinary course of business[all post-petition administrative expenses incurred in the ordinary course of business are expected to be paid in full in the ordinary course of business prior to the Effective Date].

Fees of the Debtor's Professionals shall continue to accrue up through and subsequent to the Effective Date, with all final pre-Effective Date fees and costs subject to Bankruptcy Court approval.

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UNCLASSIFIED PRIORITY CLAIMS:

A. **Description**. Any Allowed Priority Claims shall be paid 100% of their allowed claim amount, with statutory interest thereon, over a one (1) year time period commencing on the Effective Date of the Plan. The payments shall be made monthly, equally amortized over twelve (12) months, with statutory interest accrued thereon, but without any penalties. At the option of the Debtor, any allowed priority claims may be paid on a shortened time schedule from the one (1) year described hereinabove. In the event the Debtor fails to make the payments as set forth hereinabove, the holders of allowed priority claims, if any, shall have the right to proceed with any administrative remedies available to them, thirty (30) business days after written notice of default has been given to the Debtor and its attorneys, Norma Guariglia, Esq. and Sallie B. Armstrong, Esq. The following claimants have filed priority claims:

Creditor	Scheduled Amount	Priority Proof of Claim Amount
New York State Dept. of Taxation & Finance	$141,310.67	$188,308.43
Mass. Dept. of Revenue		$3,134.35
California Franchise Tax Board		$500.31

VI. CLASSIFICATION OF CLAIMS AND INTERESTS

Pursuant to Section 1122 of the Bankruptcy Code, known claims against the Estate have been divided into the following classifications for purposes of administration and voting on the Plan:

A. **CLASS 1A ADMINISTRASTIVE CONVENIENCE CLAIMS [UNSECURED CLAIMS OF $6,000 OR LESS]**: This Class consists of the Debtor's unsecured claims of $6,000 or less for goods, services, loans, extensions of credit, or other debts. The estimated Class 1A administrative convenience claims, calculated as of the Petition Date, are detailed as follows:

Creditor Name	Scheduled Amount	Proof of Claim Amount
Broadridge Financial Solutions		$5,333.00

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Charles Schwab & Co.	$711.93	
EFax c/o J2 Cloud Services, LLC	$100.00	
FedEx	$119.65	
Funk, Robert	$3,625.53	
Iron Mountain	$1,271.20	
Mass. Dept. of Revenue		$4,348.61
United Parcel Service	$183.88	
Zayo Group	$2,051.09	

B. <u>CLASS 1B CLAIMS [UNSECURED CLAIMS OF MORE THAN $6,000]:</u> This Class consists of the Debtor's unsecured claims of more than $6,000 for goods, services, loans, extensions of credit, or other debts. The estimated Class 1B Unsecured Claims, calculated as of the Petition Date, are detailed as follows:

Creditor Name	**Scheduled Amount**	**Proof of Claim Amount**
City of Philadelphia Dept. of Revenue	$28,466.18	$28,656.45
New York State Dept. of Taxation & Finance		$15,294.54
Putnam, Donald & Grail Partners, LLC	$328,051.57	

C. <u>CLASS 2 SUBORDINATED UNSECURED CLAIM OF SECURITIES & EXCHANGE COMMISSION [CIVIL PENALTY]:</u> This Class consists of the civil penalty portion of the SEC Judgment in the amount of $2,000,000, plus post-judgment interest under 28 U.S.C. § 1961, payable directly to the SEC.

D. <u>CLASS 3 SUBORDINATED UNSECURED CLAIM OF VIREO INVESTORS [SEC DISGORGEMENT]:</u> This Class consists of the Debtor's former clients who are entitled to the Disgorgement Award who invested in Vireo products that are the subject of the SEC Judgment and who have filed claims for alleged damages arising from those investments.

Creditor Name	**Scheduled Amount**	**Proof of Claim Amount**
Ihns, Pamela & David	$0	$78,642.00

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E. <u>CLASS 4 EQUITY INTERESTS OF NAVELLIER & ASSOCIATES INC.</u>: This Class consists of the equity interests in the Debtor existing on the Petition Date as disclosed in the filed *List of Equity Security Holders*.

VII. <u>TREATMENT OF CLASSES</u>

A. <u>CLASS 1A ADMINISTRASTIVE CONVENIENCE CLAIMS [UNSECURED CLAIMS OF $6,000 OR LESS</u>: The Allowed Class 1A claims each will accrue interest at 5% per annum from the Petition Date until paid in full. For administrative convenience, the Debtor shall pay the allowed Class 1A claims in one lump sum from operating revenues on or before 30 days after the Effective Date of the Plan.

Accordingly, the Class 1A claims are <u>impaired</u> under the Plan.

B. <u>CLASS 1B CLAIMS [UNSECURED CLAIMS OF MORE THAN $6,000]</u>: The Allowed Class 1B unsecured claims of more than $6,000 each will accrue interest at 5% per annum from the Petition Date until paid in full and shall be paid by the Debtor in a lump sum on February 1, 2027.

Accordingly, Class 1B claims are <u>impaired</u> under the Plan.

C. <u>CLASS 2 SUBORDINATED UNSECURED CLAIM OF SECURITIES & EXCHANGE COMMISSION [CIVIL PENALTY]:</u> The allowed Class 2 civil penalty of $2,000,000 payable to the SEC shall accrue interest from the Petition Date until paid in full at the rate allowable under 28 U.S.C. § 1961 and shall be paid by the Debtor in quarterly installments of $400,000, starting on April 1, 2027, and continuing in a like sum on the first day of each calendar quarter thereafter until paid in full. The Class 2 allowed claim is subordinated behind general unsecured creditors under 11 U.S.C. § 726(a)(4).

Accordingly, the Class 2 claim is <u>impaired</u> under the Plan.

D. <u>CLASS 3 SUBORDINATED UNSECURED CLAIM OF VIREO INVESTORS [SEC DISGORGEMENT]:</u> The allowed Class 3 Disgorgement Award portion of the SEC Judgment shall accrue interest from the Petition Date until satisfied at the rate allowable under 28 U.S.C. § 1961 and shall be satisfied in full through payments by the Debtor directly to the investors who filed claims for damages arising out of their Vireo investments. Payments to

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these investors shall be made in quarterly installments of $100,000, prorated among the investors based on their allowed claim amounts, starting on April 1, 2027, and continuing on the first day of each calendar quarter thereafter until allowed investor claims are paid in full. The Class 3 allowed Disgorgement Award claim is subordinated behind general unsecured creditors under 11 U.S.C. § 726(a)(4).

Accordingly, the Class 3 claim is impaired under the Plan.

E. CLASS 4 EQUITY INTERESTS OF NAVELLIER & ASSOCIATES INC.: The Class 4 equity interests of NAVELLIER & ASSOCIATES INC. as of the Petition Date shall not be modified, but the Debtor shall not make any economic distributions to equity holders on account of their equity interests in the Debtor unless and until after all allowed higher priority claims are paid or satisfied in full with accrued interest under the terms of the Plan.

Accordingly, the Class 4 equity interests of NAVELLIER & ASSOCIATES INC. are unimpaired under the Plan.

VIII. BAR DATE FOR FILING CLAIMS

The bar date for filing a proof of claim was January 5, 2026, for all creditors except a governmental unit, which was March 4, 2026.

The date for objecting to claims filed against the Debtor shall be one hundred twenty (120) days after the Effective Date unless otherwise extended by the Court. Failure to file a proof of claim by a disputed claimant or a claimant who disagrees with the amount listed in the Debtor's Schedules prior to the Bar Date means that the amount listed in the Schedules, as may be amended, is established as the amount owing to such creditor.

The Administrative Claim Bar Date shall be 90 calendar days after the Effective Date (except as otherwise ordered by the Bankruptcy Court).

IX. MEANS FOR EXECUTION AND IMPLEMENTATION OF THE PLAN

A. Proposed Plan Funding

The Debtor intends to fund its obligations under the Plan from ongoing business operating revenues. As shown on the monthly operating reports filed to date, the Debtor earned net profits of $1,189,008 during the 8-month period from the Petition Date until April 30, 2026. The Debtor

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expects to continue earning similar net profits in the future to be able to fund its required Plan payments.

The Debtor will provide any updated proforma prior to or in connection with the Plan confirmation hearing.

B. Post-Confirmation Default

In the event the Debtor becomes delinquent in any duty or obligation under the Plan, the affected creditor or creditors may provide written notice of such default to the Debtor and its counsel. The Debtor shall thereafter have thirty (30) business days from receipt of said notice in which to cure the default. In the event such default remains uncured, the affected creditor or creditors shall be entitled to foreclose upon any collateral (if a secured creditor) or take other appropriate action. The Debtor shall have the right to bring the issue of default before the Bankruptcy Court. At any hearing, the Bankruptcy Court may consider the reason for the default and the ability of the Debtor to cure the default in a reasonable period of time. The Bankruptcy Court may also consider conversion of the case to one under Chapter 7 of the Bankruptcy Code or dismissal of the same is in the best interest of creditors.

C. Professionals' Fees

After the Effective Date of the Plan, the Debtor, and any Debtor's Professionals, such as Debtor's general bankruptcy counsel, any special purpose counsel, or accountants, will not be required to apply to the Court for compensation for services rendered post-Effective Date. Post-Effective Date compensation of the Debtor's Professionals shall be at their normal hourly rate(s) and customary cost charges.

D. Distribution

All cash proceeds shall be distributed in the foregoing manner except amounts necessary to pay disputed claims against the Debtor in the event they are allowed, which shall be held as a reserve and paid as such claims are determined by agreement between the parties or as are judicially determined.

E. Taxes

Unless otherwise provided in the Plan, all taxes are current and there are no income tax

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liens on real or personal property owned by the Debtor. The Debtor is not aware of any material tax consequences from the proposed Plan that would affect it as it is taxed as an S-Corp. All tax benefits and liabilities flow through to the Debtor's equity holder. In accordance with 11 U.S.C. § 1146(a), any transfers or sales of the Debtor's property by the Debtor as a result of the Plan may not be taxed under any law imposing a stamp tax or similar tax, including real property transfer taxes.

F. General Risk Factors

The Plan and its implementation are subject to certain risks, including that the Plan may not be accepted by the requisite number of Creditors to confirm the Plan. Even if the Plan receives the requisite acceptances, there is no assurance that the Bankruptcy Court, which may exercise substantial discretion as a court of equity, will confirm the Plan. Even if the Bankruptcy Court determined that the Plan and the balloting procedures and results were appropriate, the Bankruptcy Court could still decline to confirm the Plan if it finds that any of the statutory requirements for Confirmation had not been met. Moreover, the Debtor cannot provide assurances that modifications to the Plan will not be required for Confirmation or that such modifications would not necessitate the re-solicitation of votes. If the Plan is not confirmed, it is unclear what distributions Holders of Claims or Interests ultimately would receive with respect to their Claims or Interests in a subsequent plan.

If the Plan is not confirmed, the Debtor will need to revise the Plan and it is unclear whether an alternative chapter 11 plan could be implemented and what distribution the holders of Allowed Claims and Interests would receive. If Debtor is unable to propose a feasible alternative plan, it is possible that the Debtor would have to liquidate its assets in chapter 7. In a chapter 7 liquidation, it is likely that the holders of Allowed Claims would receive substantially less favorable treatment than they would receive under the Plan, and Interest Holders would likely receive nothing.

Debtor's financial projections are estimates only and not promises of future performance. The financial projections are subject to common risk factors existing for any forward-looking projections, meaning that the projections are based on current known market conditions and assumptions. Any significant changes in the national economy or other outside factors could materially affect the financial projections for better or worse. There can be no assurances that the

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estimated proceeds on which future distributions have been projected in the Plan will be realized by the Debtor. There can also be no assurances that the estimated Claim amounts set forth in the Plan for unliquidated, contingent, or disputed Claims are correct. The estimated amounts are based on certain assumptions and facts believed by the Debtor with respect to a variety of factors that have not yet been adjudicated by any court. Both the actual amount of Allowed Claims in a particular Class and the Allowed amount of funds available for distribution to such Class may differ from the estimates in the Plan. If the total amount of Allowed Claims or Interests in a Class is higher than the estimates, such Claims or Interests may take longer to pay or may ultimately receive less than projected in the Plan.

X. PROVISIONS GOVERNING DISTRIBUTION AND DISCHARGE

A. The Disbursing Agent.

The Debtor is ultimately responsible for making all distributions pursuant to the Plan.

B. Unclaimed Distributions.

Any property to be distributed pursuant to the Plan, if not claimed by the distributee within one (1) year after the payment, shall be returned to the Debtor and forfeited by the distributee.

C. Effect of Confirmation.

Upon Confirmation and performance of the Plan, the Debtor shall be discharged from any debt that arose before the date of Confirmation, and any debt of a kind specified in Sections 502(g), 502(h), or 502(i) of the Bankruptcy Code, to the fullest extent permitted by 11 U.S.C. § 1141(d). In addition, pending execution of the Plan, and unless the Court has otherwise expressly ordered or the Plan otherwise expressly provides, all creditors and parties in interest shall be stayed from proceeding against the Debtor’s assets including stay of default proceedings.

D. Exculpation.

The Debtor, nor any of its respective members, managers, officers, directors, employees, representatives, professionals or agents, will have or incur any liability to any Creditor for any act or omission occurring between the Petition Date and the Effective Date in connection with or arising out of the Reorganization Case, including, without limitation, prosecuting Confirmation of the Plan, consummation of the Plan, or the administration of the Plan or the property to be

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distributed under the Plan, except for breach of fiduciary duty, gross negligence, willful misconduct, or fraud. Notwithstanding anything to the contrary in the foregoing, the exculpation set forth above does not release any post-Effective Date duty, obligation or liability under the Plan.

XI. POST-CONFIRMATION INJUNCTION

No entity may commence or continue any action or proceeding, or perform any act: (i) to interfere with implementation and consummation of the Plan and the payments to be made thereunder; or (ii) or assert any claim, counterclaim, crossclaim, affirmative defense, defense, set off, recoupment, or any action of any kind or nature (collectively "Potential Actions") against Debtor, or any of its successors or assigns, except as necessary to adjudicate the Allowance of Claims filed.

Except as otherwise provided herein, Confirmation of the Plan shall constitute a permanent injunction against and irrevocable release of any and all Potential Actions.

XII. EXECUTORY CONTRACTS AND LEASES

RESERVATION OF RIGHTS. The Debtor reserves the right to assume or reject, pursuant to Section 365 of the Bankruptcy Code, any executory contract or unexpired lease not assumed or rejected prior to the Effective Date. All executory contracts and unexpired leases not specifically assumed or rejected through the Plan as of the Effective Date or as to which an application to reject shall not be pending on the Effective Date shall be deemed rejected by the Debtor.

XIII. MISCELLANEOUS PROVISIONS

A. Notice.

Any notice described in or required by the terms of the Plan, or the Code and Rules shall be deemed to have been properly given when actually received or if mailed, five (5) days after the date of mailing, if such shall have been sent by certified mail, return receipt requested, and if sent to:

The Debtor, addressed to:

HARRIS LAW PRACTICE LLC
NORMA GUARIGLIA, ESQ.
850 E. Patriot Blvd., Suite F

HARRIS LAW PRACTICE LLC
850 E. PATRIOT BLVD.
SUITE F
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Reno, Nevada 89511

McDONALD CARANO LLP
SALLIE B. ARMSTRONG, ESQ.
100 W. Liberty Street, 10th Floor
Reno, NV 89501

B. Headings.

The headings used herein are inserted for convenience only and neither constitute a portion of the Plan nor in any manner affect the construction of the provisions of the Plan.

C. Severability.

Should any provision of the Plan be determined to be unenforceable following the Effective Date, such determination shall in no way limit or affect the enforceability of any and all other provisions of the Plan.

D. Governing Law.

Except to the extent that the Bankruptcy Code or other applicable federal law is applicable, the rights, duties and obligations arising under the Plan shall be governed by and construed in accordance with the laws of the State of Nevada, notwithstanding any conflict of law principles.

E. Successors or Assigns.

The rights, duties and obligations of any Person named or referred to in the Plan shall be binding upon and shall inure to the benefit of the successors and assigns of such Person.

F. Designation of Managers and Governance Issues.

The Debtor's operations will be managed post Confirmation by its existing President, Director, and Chief Investment Officer, Louis Navellier, according to the Debtor's prepetition corporate governance documents, as may be amended in the ordinary course by the Debtor's existing shareholder(s). Debtor will not compensate Mr. Navellier with a salary, but will reimburse him for expenses incurred in his business functions and pay directly to the Internal Revenue Service any income tax liability that may flow through to Mr. Navellier on account of the Debtor's net income. Mr. Navellier will also employ other business professionals in the ordinary course of business to assist in the management of the Debtor in the ordinary course of business, as needed, and will compensate those professionals under customary terms in the industry.

XIV. POST CONFIRMATION REPORTING AND PAYMENT OF UST FEES.

Post Confirmation, the Reorganized Debtor shall continue filing monthly operating reports through the Effective Date. After the Effective Date, the Reorganized Debtor and any other authorized parties who have been charged with administering the confirmed plan shall file post Confirmation reports in the manner prescribed by 11 U.S.C. § 1106(a)(7) and Fed. R. Bankr. P. 2015(a)(5) for every calendar quarter through the date the Court enters a final decree closing this case, an order dismissing the case, or an order converting the case to another chapter in bankruptcy.

Until the Effective Date, the Debtor shall timely pay the US Trustee the appropriate sums required pursuant to 28 U.S.C. § 1930(a)(6). After the Effective Date, the Reorganized Debtor and any other authorized parties who have been charged with administering the confirmed Plan shall be responsible for the timely payment of all fees incurred after the Effective Date pursuant to 28 U.S.C. § 1930(a)(6) until the Court enters a final decree closing the case, an order dismissing the case, or an order converting the case to another chapter in bankruptcy.

The resumption of the filing of post Confirmation reports and the payment of fees shall occur if an order has been entered on the docket that vacates any of the above orders or reopens the case for a reason other than that which is purely administrative.

XV. PROCEDURES FOR RESOLVING CONTESTED CLAIMS

A. Administrative Claims. All requests for payment of Administrative Claims (other than Administrative Claims that are not disputed and as to which there exists no dispute that they were incurred in the ordinary course of business) that accrued prior to the Effective Date must be filed with the Bankruptcy Court and served on the Debtor no later than the Administrative Claims Bar Date. Holders of Administrative Claims that are required to file requests for payment by the Administrative Claims Bar Date but fail to timely do so shall be forever barred, estopped, and enjoined from asserting such Administrative Claims against the Debtor or the Reorganized Debtor.

B. Claims Objections. Objections to Claims (other than Administrative Claims) shall be filed with the Court and served upon the holders of such Claims no later than one-hundred-eighty (180) days after the Effective Date.

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C. Payment Procedures. Payments to the holder of a Disputed Claim (other than an Administrative Claim) that ultimately becomes an Allowed Claim shall be made in accordance with the provision of the Plan with respect to the Class of Creditors to which the holder of such an Allowed Claim belongs. Interest, if any, on any funds reserved for such Disputed Claim shall inure to the benefit of the holder of such Allowed Claim.

D. Avoidance Actions. In accordance with 11 U.S.C. § 1123(b), the Debtor and Reorganized Debtor shall retain and may enforce any claims, rights, and causes of action that the Debtor or its bankruptcy estate may hold against any Person or entity arising under Sections 542, 543, 544, 547, 548, 550, or 553 of the Bankruptcy Code. To the extent appropriate, the Debtor and Reorganized Debtor shall reserve and have the right to bring any and all avoidance actions, the same to be commenced within one (1) year after the Effective Date. Proceeds of all avoidance actions shall vest in the Reorganized Debtor pursuant to 11 U.S.C. § 1141.

E. Litigation Claims. In accordance with 11 U.S.C. § 1123(b), the Debtor and Reorganized Debtor shall retain all other claims, rights, and causes of action that the Debtor or its bankruptcy estate may hold against any other Person or entity (i.e., other than claims and causes of action arising under Sections 542, 543, 544, 547, 548, 550, or 553 of the Bankruptcy Code) not previously released, waived or settled. To the extent appropriate, the Debtor and Reorganized Debtor shall reserve and have the right to commence any and all actions on contingent and unliquidated litigation claims within one (1) year of the Effective Date and proceeds of all litigation claims shall vest in the Reorganized Debtor pursuant to 11 U.S.C. § 1141. The Debtor and Reorganized Debtor expressly reserves the right to pursue any such litigation claims and other related claims against these parties and any of their predecessors, successors, and assigns, and also their insurance providers, sureties, and guarantors.

XVI. RETENTION OF JURISDICTION

Notwithstanding Confirmation of the Plan, the Court will retain jurisdiction for the following purposes, and each of them:

1. The Court will retain jurisdiction to determine the allowability and payment of any claim(s) upon any objection(s) thereto (or other appropriate proceedings) by the Debtor or by any other party in interest entitled to proceed in that matter. As part of such retained jurisdiction, the

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Court will continue to determine the allowability of Administrative Claims and any request(s) for payment(s) thereof, including professional fees and costs which are Administrative Claims.

2. The Court will retain jurisdiction to determine any dispute(s) which may arise regarding the interpretation of any provision(s) of the Plan.

3. The Court will retain jurisdiction to facilitate the consummation of the Plan by entering, consistent with the provisions of the Plan, any further necessary or appropriate order(s) regarding the enforcement of the Plan.

4. This Court will retain jurisdiction to adjudicate any cause(s) of action or other proceeding(s) presently pending or otherwise referenced here or elsewhere in the Plan, including, but not limited to, the adjudication of any and all "core proceedings" under 28 U.S.C. § 157(b), which may be pertinent to this Reorganization Case, and which the Debtor may deem it appropriate to initiate and prosecute in aid of its reorganization.

5. The Court will retain jurisdiction to enter an appropriate final decree in this Reorganization Case.

6. The Court will retain jurisdiction to enter an appropriate final decree, and any interim order(s), in any adversary proceeding(s) which may be initiated during this Chapter 11 proceeding.

XVII. <u>FEASIBILITY OF PLAN</u>

The Debtor believes that the Plan is feasible based on the Debtor's ongoing business revenues, which are expected to provide sufficient funding to make payments under the Plan.

XVIII. <u>LIQUIDATION ANALYSIS</u>

The Debtor is proposing a Plan based on continued business operations.

The Plan must provide that a nonconsenting impaired claimant or interest holder of a consenting class receive at least as much as would be available had the debtor filed a Chapter 7 petition instead.

In a Chapter 7 liquidation case, the general rule is that the Debtor's assets are sold by a trustee. Unsecured creditors share in the proceeds of sale only after secured creditors and administrative claimants are paid. Certain unsecured creditors get paid before other unsecured

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creditors do. Unsecured creditors with the same priority share in proportion to the amount of their allowed claim in relationship to the total amount of allowed claims. In the present case, a creditor would recover less from the assets of the bankruptcy estates under Chapter 7 than it would under Chapter 11. First, the Debtor's Plan proposes to pay all allowed unsecured creditors in full, with post-petition interest, which is not guaranteed in a Chapter 7 case. Second, in a Chapter 7 case a trustee is appointed and is entitled to compensation from the bankruptcy estate in an amount no more than 25% of the first $5,000 of all money disbursed, 10% on any amount over $5,000 but less than $1,000,000, 5% on all amounts over $1,000,000 but less than $3,000,000, and reasonable compensation not to exceed 3% on any amount over $3,000,000, thus diminishing monies available for payment to unsecured creditors.

Debtor's Plan proposes 100% payment of allowed unsecured claims, with post-petition interest until paid. The Debtor estimates that its allowed creditors will receive more through the Plan than in a chapter 7 liquidation because the net liquidation value of the Debtor's assets in a "fire sale" is less than $2,000,000, and the Debtor is paying more than $2,000,000 in total claims through its Plan. Moreover, a chapter 7 trustee's compensation would also potentially reduce distributions to unsecured creditors.

XIX. CONFIRMATION REQUEST

The Debtor requests that the Court confirm the Plan in accordance with the provisions of Section 1129(a) and/or Section 1129(b) of the Bankruptcy Code.

Respectfully submitted June 5, 2026.

HARRIS LAW PRACTICE LLC

/s/ Norma Guariglia
NORMA GUARIGLIA

McDONALD CARANO LLP

/s/ Sallie B. Armstrong
SALLIE B. ARMSTRONG

Counsel for Debtor

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CERTIFICATE OF SERVICE

On June 5, 2026, the foregoing document was served via ECF automated system to all parties registered with ECF in this case on the date and time I filed the document with the Court's ECF system.

I declare under penalty of perjury that the foregoing is true and correct.

Dated June 5, 2026.

/s/ Norma Guariglia

____

Norma Guariglia

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