

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF PUERTO RICO**

IN THE MATTER OF:

EL FARMER, INC.

Debtor

CASE NO. 12-09687 BKT

CHAPTER 11

AMENDED AUGUST MOTION FOR AUTHORITY TO USE CASH COLLATERAL;

TO THE HONORABLE COURT:

NOW COMES Debtor herein, EL FARMER, INC., by its undersigned attorney, and very respectfully alleges and prays:

1. Debtor filed the instant petition on December 7th, 2012.
2. The debtor maintains possession of the assets of the estate and operates its farm business pursuant to 11 USC §1108.
3. The debtor was authorized to use cash collateral up to the 30th of August, 2013. The debtor has paid the agreed amounts and has complied with the filing of weekly reports of the authorized cash collateral.
4. The debtor now files this amended motion under the provisions of 11 USC 363 (c)(2)(B), which allows this Honorable Court to allow the debtor's proposed use of cash collateral, without the creditor's consent. The period which the debtor needs to use cash collateral is for the period of September 1, 2013 to **September 30, 2013**.

APPLICATION FOR AUTHORITY TO USE CASH COLLATERAL

5. Banco Popular holds and controls a commercial account number 068-218915 into which all accounts receivables of the debtor are deposited by the debtor's principal client, Suiza Dairy, Inc. According to the debtor's best information, as of the date of the petition, Suiza is now depositing in this account approximately \$84,000 every 15 days.
6. Prior to the petition, the debtor and Banco Popular (Now PR Asset Portfolio) entered

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into various loan agreements which include among other warranties, all present and future accounts receivables, 213,146 quarts of milk quota for the production of raw milk every 14 day period, as well as all personal property, equipment and machinery of the debtor. The bank also holds personal and unlimited warranties from the debtor's president and Mr. Jose Jeron Muñiz La Salle. Finally, Banco Popular, now PR Asset holds as additional guarantee several real property mortgages over the debtor's real properties securing all amounts due the bank.

7. As of the date of the petition, the debtor owes PR Asset two aggregate loans as follows: Loan A: \$6,394,799.00, Loan B: \$5,278,231.00.

8. In accordance with the prior authorizations, the debtor is to pay PR Asset Portfolio \$9,084.00 each weekly production period. There is no other existing arrangement for the payment to creditors, except that the supplier of feed is to be paid periodically according to the needs for feed of the debtor's operations. Included as exhibit #1 is the result of the operation of the debtor for the period of April 25, 2013 to August 23, 2013, or, 17 weeks of operations.

9. At the present time, it is imperative that the debtor be authorized immediate access to the balance of these funds in accordance with 11 USC § 363(c)(2)(B) in order to maintain its business operations and warrant its ability to reorganize in accordance with chapter 11 of the bankruptcy code.

10. In accordance with section 11 USC §363(c)(2)(B) of the Code, the debtor requests that this Court authorize and approve the Debtor's use of the cash collateral for the payment of its operating expenses as set forth in the operating budgets for the months of September 1, 2013, to September 30, 2013, attached hereto as Exhibit "2." The projection is based on the previous experience and actual expenses reported prior to this request.

11. In order to remain in possession of its property and continue its business activity in

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an effort to achieve successful reorganization, the debtor must be permitted to use cash collateral in its ordinary business operations. The debtor currently has no present alternate borrowing source from which to secure additional funding to operate its business. The debtor believes the listed expenses are reasonable and necessary and which must be paid in order to secure and provide the means to continue its operations and pay current and recurring expenses. The debtor represents and sustains with the attached budgets that it needs the following amounts: **September, 2013: \$39,061.20 to be paid PR Asset Portfolio at the rate of \$9,084.00 per week; the balance of \$128,867 to the debtor for all its expenses detailed in the attached budget.**

12. In accordance with 11 USC §541, all future post petition proceeds from the sale of milk to Suiza Dairy, Inc., belong to the estate, debtor and its operating funds must be made available to its operations. Accordingly, it is requested that all future receivables from the sale of milk be delivered directly to the debtor, after deducting the agreed disbursements detailed in this motion. These funds will be deposited in the debtor's DIP account.

13. In the event that the Court does not immediately authorize the debtor's use of this cash collateral, the debtor believes it will be irreparably harmed in its effort to continue operating, its business will collapse and it will be unable to propose a feasible plan of reorganization. This will cause irreparable harm to the creditors and significant additional losses to the estate and its creditors.

14. ***The debtor alleges that this amended motion is in accordance with the Joint Motion Regarding the Use of Cash Collateral filed between the debtor and secured creditor PR Asset Portfolio 2013-1 International LLC., on August 29, 2013.***

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(Docket 154).

REQUEST FOR HEARING

14. Under the authority of Federal Bankruptcy Rule 4001(a)(2), this Court may grant Ex-Parte relief under 11 USC §363(e) without notice since the debtor has shown in this motion that there is immediate and irreparable injury and loss to the estate if the remedies requested are not granted immediately, no loss or diminution of the existing collateral agreements will be caused to Banco Popular; the debtor has reached an agreement with its largest creditor for the service of the secured debt and for the disbursement of adequate protection payments, and has reached an additional agreement for the service of the supplier of feed Pan American Grain company, Inc.; and the debtor has complied with the provisions of Local Bankruptcy Rule 4001(c) as follows:

A. The name, address of Banco Popular's attorney is Mr. Charles Gilmore, Esq., at : O'NEILL & GILMORE, Citibank towers, Suite 1701, 252 Ponce de Leon Ave., San Juan, P 00918, to his e-mail at: cpg@go-law.com, and Arturo Gonzalez Martin, Esq., attorney for Pan American Grain Company, Inc., PO Box 19377, ,San Juan, PR 00919-3377, and to his e-mail address at agm017@yahoo.com. And to all creditors and parties in interest registered at the CM/ECF system of the Bankruptcy Clerk's Office. There are no other parties in interest in the cash collateral identified herein.

B. Immediate notice by electronic means has been made on this same date to Banco Popular and its attorney identified above, and to Pan American Grain and its attorney identified above.

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C. The nature of the emergency situation of the debtor's operating cash funds and the immediate need for the cash collateral has been alleged in detail in this motion;

D. The amount needed by the debtor is the net amount for September: \$39,061 to be paid Banco Popular; \$128,867.00 to the debtor for all its expenses detailed in the attached budget: September, 2013.

E. As stated above, Banco Popular holds and maintains, even after the total use of the cash collateral, good and sufficient collateral to warrant its lien on estate and non estate assets, for which reason the debtor is convinced that the creditor holds good and sufficient adequate protection for its secured liens.

REQUEST FOR AN EXPEDITED PRELIMINARY HEARING

15. In the event that the court denies the Ex-Parte relief sought, it is respectfully requested that an Emergency Preliminary hearing be scheduled within the next four days under the authority of Federal Bankruptcy Rule 4001 (b)(2).

NOTICE OF SERVICE OF THIS MOTION

16. The undersigned attorney HEREBY CERTIFIES that I am the debtors' attorney, that on this same date I electronically filed the preceding document with the Clerk of this Honorable Court using CM/ECF system which will send a copy of this notice to the US TRUSTEE, and all creditors registered to said system.

RESPONSE REQUESTED:

17. Within fourteen (14) days after service of this motion, and an additional three (3) days pursuant to Federal Bankruptcy Rule 9006(f) any party against whom this motion

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has been served, or any party to the action who objects to the relief sought herein, shall serve and file an objection or other appropriate response to this motion with the Clerk's office of the U.S. Bankruptcy Court for the District of Puerto Rico. If no objection or other response is filed within the time allowed herein, the motion will be deemed unopposed and may be granted: unless (i) the requested relief is forbidden by law; (ii) the requested relief is against public policy; or (iii) in the opinion of the Court, the interest of justice requires otherwise.

In this case, no response may be required, since the debtor and secured creditor PR Asset filed a joint motion in accordance with the request for authority to use cash collateral filed herein. (See above).

WHEREFORE, Debtor respectfully requests that the Honorable Court grant the following remedies:

- A. Authorize the use of the identified cash collateral as requested herein;
- B. In the event that the ex-parte relief is not granted, that an Emergency Expedited Hearing be scheduled;
- C. A preliminary or final hearing in this matter be scheduled within 14 days of the filing of this motion;
- E. All other remedies which are proper and just be also granted.

In San Juan, Puerto Rico, this 3rd day of September, 2013.

MODESTO BIGAS LAW OFFICE
Attorney for Debtor(s)
P. O. Box 7462
Ponce, PR 00732-7462

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Tel. 787-844-1444; Fax 787-842-4090

By: /s/Modesto Bigas Mendez
MODESTO BIGAS MENDEZ
U. S. D. C.-P.R. No. 129507
modestobigas@yahoo.com

12-168 Amended August Cash Collateral Motion

**AMENDED MONTHLY PROJECTIONS EL FARMER, INC.
SEPTEMBER 2013****MILK QUOTA: 213,146 QUARTS/15 DAY**

MILK SALES THIS MONTH (EST): 200,000 QUARTS @ 0.84 PER QUART
472 COWS IN PROD, 165 RESTING, 31 HEIFERS, 2 BULLS, 28 SICK
PERCENT OF QUOTA THIS PERIOD: 46.9%

| | |
|--|------------------|
| TOTAL INCOME: PRODUCTION @0.84 PER QUART: | \$168,000 |
| LESS EXPENSES: | |
| FEED AND GRAIN | \$75,600 |
| LIQUID FEED MELASA | \$2,520 |
| HAY, FORAGE | \$10,080 |
| INSEMINATION | \$1,008 |
| NAIL CORRECTION | \$790 |
| MEDICINES | \$840 |
| CHEMICALS | \$487 |
| CLEANING PRODUCTS | \$235 |
| GAS & OIL | \$840 |
| INSURANCE | \$286 |
| VETERINARIAN | \$806 |
| PAYROLL | \$15,960 |
| PAYROLL EXPENSES | \$3,511 |
| DIP SALARY | \$6,600 |
| RENT | \$1,290 |
| REPAIRS, MAINTENANCE | \$958 |
| UTILITIES | \$1,680 |
| LICENSES, PERMITS | \$336 |
| PURCHASE OF STOCK | \$5,040 |
| LOAN BPPR | \$39,061 |
| LOAN BDE | |
| TOTAL EXPENSES | \$167,928 |
| SURPLUS (DEFICIT) | \$72 |

EL FARMER INC 12-09687 BKT

WEEKLY PRODUCTION, INCOME AND EXPENSES

| | 4/25 @ 5/8 | 5/9 @ 5/18 | 5/19 @ 5/28 | 5/29 @ 6/3 | 6/4 @ 6/7 | 6/8 @ 6/14 | 6/15 @ 6/19 |
|--------------------------------------|------------|------------|-------------|------------|-----------|------------|-------------|
| MILK SALES THIS WEEK: QUARTS | 127,862 | 63,948 | 129,960 | 58854 | 57274 | 58064 | 64629 |
| COWS: | | | | | | | |
| PRODUCTION | 515 | 515 | 515 | 515 | 519 | 519 | 519 |
| RESTING | 144 | 144 | 144 | 144 | 144 | 144 | 144 |
| BULL | 2 | 2 | 2 | 2 | 2 | 2 | 2 |
| HEIFFERS | 26 | 26 | 26 | 26 | 26 | 26 | 26 |
| SICK | | | | | | | |
| PERCENT OF QUOTA THIS WEEK | 59 | 59 | 60 | 55 | 63 | 54 | 57.56 |
| PRODUCTION PER QUART | 0.768 | 0.768 | 0.835 | 0.835 | 0.835 | 0.835 | 0.835 |
| TOTAL INCOME: | 98,224.87 | 49,112.44 | 98,286.18 | 49,143.09 | 47,823.79 | 48,483.44 | 53,955.22 |
| EXPENSES: | | | | | | | |
| FEED AND GRAIN (PAN AMERICAN) | 27,201.66 | 27,228.00 | 28,696.80 | 21,614.64 | 25,572.72 | 17,670.36 | 23,223.62 |
| HAY, FORAGE | 20,600.00 | 7,500.00 | 11,520.00 | 7,400.00 | | 7,400.00 | 7,000.00 |
| NAIL CORRECTION | | 300.00 | 300.00 | | | 2,276.00 | |
| MEDICINE/VET | 2,511.40 | 1,316.10 | 598.27 | 534.10 | | 761.75 | 76.69 |
| CHEMICALS | 1,308.00 | | 3,961.00 | | | 3,000.00 | |
| CLEANING PRODUCTS | | | 240.00 | | | | |
| GAS & OIL | 170.00 | 174.00 | 439.24 | 279.30 | | 267.50 | 165.15 |
| INSURANCE | | | | | | | |
| INSEMINATION | 660.00 | 370.00 | 220.00 | 220.00 | 220.00 | 220.00 | 320.00 |
| PAYROLL | 8,790.00 | 5,000.00 | 8,400.00 | 4,000.00 | | 4,500.00 | 4,100.00 |
| PAYROLL EXPENSE | | 3,600.00 | | | | | |
| DIP SALARY | 8,560.00 | | | 3,000.00 | | 2,500.00 | 2,500.00 |
| RENT | | 262.65 | | | | | |
| REPAIRS & MAINTENANCE | 2,625.00 | 3,723.50 | 6,115.59 | 1,150.00 | 1,942.15 | 400.00 | 780.14 |
| UTILITIES | 1,847.43 | 1,529.00 | | | | 1,206.20 | 1,150.00 |
| LICENSES, PERMITS | | 200.00 | | | | 600.00 | |
| PURCHASE OF STOCK | 8,550.00 | | | | 9,450.00 | | |
| BANCO POPULAR | 9,000.00 | | | | 9,500.00 | | |
| BANCO POPULAR | | | 33,782.00 | 14,500.00 | | 9,500.00 | 14,827.75 |
| BANCO DE DESARROLLO | | | | | | | |
| OTHER EXPENSES: | | | | | | | |
| QUARTERLY FEES | 5,526.05 | | | 31.20 | | 1.25 | |
| BANK CHARGES | | 26.35 | | | | 570.00 | |
| SUPPLIES | | | | | | | |
| TOTAL EXPENSES: | 97,349.54 | 51,229.60 | 94,272.90 | 52,729.24 | 46,684.87 | 50,873.06 | 54,143.35 |
| NET INCOME OF THE WEEK | 875.33 | -2,117.16 | 4,013.28 | -3,586.15 | 1,138.92 | -2,389.62 | -188.13 |
| ADD. INCOME AT BEGINNING OF THE WEEK | 2,338.60 | 3,213.93 | 1,096.77 | 5,110.05 | 1,523.90 | 2,662.82 | 273.20 |
| AVAILABLE INCOME FOR THE NEXT WEEK | 3,213.93 | 1,096.77 | 5,110.05 | 1,523.90 | 2,662.82 | 273.20 | 85.07 |

| 6/20 @ 6/28 | 6/29 @ 7/3 | 7/4 @ 7/12 | 7/13 @ 7/17 | 7/18 @ 7/26 | 7/27 @ 7/31 | 8/01 @ 8/09 | 8/10 @ 8/14 | 8/15 @ 8/23 |
|-------------|------------|------------|-------------|-------------|-------------|-------------|-------------|-------------|
| 61346.5 | 58918.5 | 60132.5 | 55761.5 | 57947 | 49601 | 53774 | 46751 | 50262.5 |
| 528 | 533 | 535 | 535 | 498 | 498 | 498 | 452 | 472 |
| 135 | 130 | 128 | 128 | 165 | 165 | 165 | 165 | 165 |
| 2 | 2 | 2 | 2 | 2 | 2 | 2 | 2 | 2 |
| 26 | 26 | 26 | 26 | 31 | 31 | 31 | 31 | 31 |
| 57 | 58 | 56 | 52 | 54 | 46.5 | 50 | 44 | 47 |
| 0.835 | 0.835 | 0.835 | 0.84 | 0.84 | 0.84 | 0.84 | 0.84 | 0.84 |
| 51,224.33 | 49,196.95 | 50,210.64 | 47,140.32 | 48,675.48 | 41,664.84 | 45,170.16 | 39,270.84 | 42,220.50 |
| 15,762.64 | 18,026.64 | 23,769.84 | 23826.72 | 20714.04 | 15115.92 | 20748.96 | 11978.4 | 15264 |
| 7,400.00 | 7,400.00 | 7,000.00 | 7000 | 7000 | 700 | 7000 | 7000 | 7000 |
| 1,934.46 | 300.00 | | | | 480 | | | |
| | 303.15 | | | | 618.6 | | 1590.4 | |
| 465.00 | 750.00 | | | | 1819.25 | | | |
| 340.00 | 120.00 | | | | | | | |
| | 146.50 | | | | | | | |
| | 800.00 | | | | | | | |
| 220.00 | 220.00 | | | | | | | |
| 3,500.00 | 4,192.79 | 4,192.79 | 4192.79 | 3691.69 | 4092.5 | 4092.5 | 4092.5 | 4092.5 |
| 770.00 | 922.41 | 922.41 | 922.41 | 812.17 | 900.35 | 900.35 | 900.35 | 900.35 |
| 500.00 | | | | | | 2000 | 2600 | 2000 |
| 960.00 | 2,045.09 | | | | 4500 | | | |
| 2,480.00 | 171.00 | | 1187.54 | 1125 | 1386 | 689 | | 90 |
| 560.00 | | | | | 401.25 | | | 2827.44 |
| 9,500.00 | 9,500.00 | 9,500.00 | 9500 | 9500 | 9500 | 9500 | 9500 | 9500 |
| 5,327.75 | 5,327.75 | 5,327.75 | | 4750 | 1909.25 | | | 1000 |
| 49,719.85 | 50,225.33 | 50,712.79 | 47,127.66 | 48,597.40 | 41,748.13 | 44,704.71 | 38,890.65 | 42,215.69 |
| 1,504.48 | -1,028.38 | -502.15 | 12.66 | 78.08 | -83.29 | 465.45 | 380.19 | 4.81 |
| 86.07 | 1,589.55 | 561.17 | 59.02 | 71.68 | 149.76 | 66.47 | 531.92 | 912.11 |
| 1,589.55 | 561.17 | 59.02 | 71.68 | 149.76 | 66.47 | 531.92 | 912.11 | 916.92 |

12-09687-BKT11 EL FARMER INC

Case type: bk Chapter: 11 Asset: Yes Vol: v Bankruptcy Judge: BRIAN K. TESTER

Date filed: 12/07/2012 Date of last filing: 08/30/2013

Creditors

| | |
|--|-------------------|
| AGRICOLA S & B HC 6 BOX 61623 CAMUY PR 00627 | (3592939) (cr) |
| AGROVET INC PO BOX 11007 SAN JUAN PR 00919-2107 | (3592940) (cr) |
| AMERICAN INTERNATIONAL GROUP INC JASON R. GOLDY AUTHORIZED REPRESENTATIVE 180 MAIDEN LANE 37TH FLOOR NEW YORK NEW YORK 10038 | (3699827) (cr) |
| ASOC. MEJORAMIENTO HATOS LECHEROS DE PR, INC. P.O. BOX 600 CAMUY, PR 00627-0600 | (3633375) (cr) |
| ASOCIACION DE PRODUCTORES DE LECHE CAMUY QUEBRADILLAS HC 05 BOX 27500 CAMUY PR 00627 | (3592941) (cr) |
| ASOCIACION PECUARIA MANATI BOX 75 MANATI PR 00674 | (3592942) (cr) |
| ASOCIACION PRODUCTOS DE LECHE ISABELA PO BOX 2420 ISABELA PR 00662-2420 | (3592943) (cr) |
| BANCO DESARROLLO ECONOMICO PO BOX 2134 SAN JUAN PR 00922-2134 | (3592944) (cr) |
| BANCO POPULAR DE PR P O BOX 362708 SAN JUAN PR 00936-2708 | (3592945) (cr) |
| BANCO POPULAR DE PUERTO RICO BANKRUPTCY DEPARTMENT PO BOX 366818 SAN JUAN PR 00936-6818 | (3633197) (cr) |
| BORIKEN TRACTOR | (3592946) |

PO BOX 983 (cr)
HORMIGUEROS PR 00660

COLOSO FARM (3592947)
2663 HOSTOS AVE (cr)
MAYAGUEZ PR 00682

CRIM (3712040)
PO BOX 195387 (cr)
SAN JUAN, PR 00919-5387

DEPARTAMENTO DE HACIENDA (3592948)
PO BOX 9024140 (cr)
SAN JUAN PR 00902-4140

DEPARTAMENTO DEL TRABAJO Y REC HUM
COLLECTION UNIT 12 FLOOR (3592949)
505 AVE MUNOZ RIVERA (cr)
HATO REY PR 00918

DR BENJAMIN RIVERA (3592950)
BOX 250294 (cr)
AGUADILLA PR 00906

ECOLAB (3592951)
ROAD 28 LUCHETTI INDUSTRIAL PARK (cr)
BAYAMON PR 00960

EL FARMER INC
PMB 353 (3592937)
1312 AVE. FELIX ALDARONDO (cr)
ISABEL PR 00662

FEDERACION DE ASOCIACIONES PECUARIAS
DE PR INC (3592952)
APARTADO 2635 (cr)
MAYAGUEZ PR 00681

FONDO DEL SEGURO DEL ESTADO (3592953)
PO BOX 365028 (cr)
SAN JUAN PR 00936-5028

FORTO CORPORATION (3592954)
PO BOX 910 (cr)
GUAYNABO PR 00970-0910

G & N REFRIGERATION (3592955)
HC 02 BOX 8367 (cr)
HORMIGUEROS PR 00660-8367

INTERNAL REVENUE SERVICE (3592956)
PO BOX 7346 (cr)
PHILADELPHIA PA 19101-7346

| | |
|---|-------------------|
| JOSE GERON MUIZ LASALLE 2663 AVE HOSTOS MAYAGUEZ PR 00682 | (3592957) (cr) |
| MADERO DAIRY SYSTEM PO BOX 250 BOQUERON PR 00622 | (3592958) (cr) |
| MIGUEL A RAMOS CRUZ PMB 353 1312 AVE FELIX ALDARONDO ISABELA PR 00662 | (3592959) (cr) |
| MODESTO BIGAS MENDEZ P O BOX 7462 PONCE PR 00732 | (3592938) (cr) |
| NW CONSULTANS GROUP INC AVE HOSTOS 2663 MAYAGUEZ PR 00682 | (3592960) (cr) |
| OSCAR DAIRY EQUIPMENT BOX 936 HATILLO PR 00659 | (3592961) (cr) |
| PAN AMERICAN GRAIN MFG CO INC 9 CALLE CLAUDIA ESQ BEATRIZ PARQUE INDUSTRIAL AMELIA GUAYNABO PR 00968-8005 | (3592962) (cr) |
| PANAMERICAN FERTILIZER PO BOX 787 GUANICA PR 00653 | (3592963) (cr) |
| POPULAR AUTO (POPULAR LEASING) BANKRUPTCY DEPARTMENT PO BOX 366818 SAN JUAN PUERTO RICO 00936-6818 | (3640596) (cr) |
| PR ASSET PORTFOLIO 2013-1 INTERNATIONAL, LLC 270 MUNOZ RIVERA AVE., SUITE 302 HATO REY, PUERTO RICO 00918 | (3764102) (cr) |
| PR ASSET PORTFOLIO 2013-1 INTERNATIONAL, LLC 270 MUNOZ RIVERA AVE., SUITE 302 HATO REY, PUERTO RICO 00918 | (3765212) (cr) |
| Puerto Rico Department of Labor Collection Unit - 12th Floor PO Box 191010 San Juan PR 00910-1020 | (3677566) (cr) |
| Q WASTE DISPOSAL 6429 CARR #2 PMB 59 | (3592964) |

QUEBRADILLAS PR 00678

(cr)

State Insurance Fund Corporation
PO Box 365028
San Juan, Puerto Rico 00936-5028

(3711905)

(cr)

| PACER Service Center | | | |
|------------------------|---------------|-------------------------|-----------------------------------|
| Transaction Receipt | | | |
| 09/03/2013 15:21:38 | | | |
| PACER Login: | bb0621 | Client Code: | |
| Description: | Creditor List | Search Criteria: | 12-09687-BKT11 Creditor Type: All |
| Billable Pages: | 2 | Cost: | 0.20 |