

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

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	:	
In re:	:	
	:	
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	:	PROMESA Title III
	:	
as representative of	:	Case No. 17-BK-3283 (LTS)
	:	
THE COMMONWEALTH OF PUERTO RICO <i>et al.</i> ,	:	(Jointly Administered)
	:	
Debtors. ¹	:	
	X	

**VERIFIED STATEMENT OF OFFICIAL COMMITTEE OF UNSECURED
CREDITORS PURSUANT TO BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) made applicable to these title III cases by section 310 of the Puerto Rico Oversight, Management and Economic Stability Act of 2016 (“PROMESA”),² the Official Committee of Unsecured Creditors of the Commonwealth of Puerto Rico (and other title III debtor(s) (if any) for which it acts as the official committee of unsecured creditors) (the “Committee”) by and through its undersigned counsel, hereby submits this verified statement (the “Verified Statement”), and respectfully states as follows:

¹ The Debtors in these title III cases, along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the “Commonwealth”) (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), and (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474).

² References to PROMESA are references to 48 U.S.C. §§ 2101 *et. seq.*

1. On June 15, 2017 (the “Formation Date”), the Office of the United States Trustee for the District of Puerto Rico (the “U.S. Trustee”) filed a *Notice Appointing Creditors Committee for Unsecured Creditors* [Docket No. 338].

2. The Committee members hold unsecured claims against the Commonwealth and its instrumentalities arising from a variety of relationships, including, among others, that of trade creditors and holders of labor claims and tax related claims.

3. In accordance with Bankruptcy Rule 2019, attached hereto as Exhibit A is a list of the names and addresses of, and the nature and amount of all disclosable economic interests held by, each Committee member in relation to the Debtors as of the Formation Date (unless otherwise indicated). The claims and claim amounts set forth on Exhibit A have been provided by the applicable Committee members.

4. None of the Committee members or their affiliates holds bonds issued by the Commonwealth or its instrumentalities.

5. By filing this Verified Statement, the Committee makes no representation regarding the amount, allowance or priority of such claims and reserves all rights with respect thereto.

6. Nothing contained in this Verified Statement (or Exhibit A hereto) should be construed as a limitation upon, or waiver of, any Committee member’s right to assert, file, or amend its claim(s) in accordance with applicable law and any orders entered in these cases, including any order establishing procedures for filing proofs of claim.

7. The Committee reserves the right to amend or supplement this Verified Statement in accordance with the requirements set forth in Bankruptcy Rule 2019.

Dated: August 16, 2017
San Juan, Puerto Rico

/s/ G. Alexander Bongartz

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Andrew V. Tenzer, Esq. (*Pro Hac Vice*)
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Counsel to the Official Committee of Unsecured Creditors

- and -

/s/ Juan J. Casillas Ayala

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Proposed Replacement Local Counsel to the Official Committee of Unsecured Creditors

COMMITTEE'S VERIFIED STATEMENT

EXHIBIT A

NAME	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST ¹
American Federation of Teachers (“AFT”)	555 New Jersey Avenue, N.W., 11th Floor Washington, DC 20001	AFT, as authorized agent for the Asociación de Maestros de Puerto Rico-Local Sindical, holds claims based upon rights arising under a collective bargaining agreement (“CBA”) with the Department of Education of Puerto Rico and under statute, including, but not limited to, (1) non-contingent claims held by AFT and/or its members (a) for wage increases for years of service and career enhancement as allowed by statute and/or contract but not paid, (b) that are subject to grievance or arbitration procedures which have not yet been processed or therefore liquidated, and (c) that are for other terms of employment which may have been denied, and (2) contingent claims including but not limited to claims arising in connection with compensation, pension, medical and other benefits and/or as a result of any breach or alteration of the CBA or applicable statute or law.
Drivetrain, LLC, as the Creditors’ Trustee for Doral Financial Corporation (“DFC”)	630 Third Avenue 21st Floor New York, NY 10017	DFC holds claims under a certain closing agreement, dated December 30, 2013, by and among the Secretary, in her capacity as Secretary of the Treasury, and DFC and certain of its affiliates, under which DFC became entitled to a credit for tax overpayments in the amount of \$34,097,526. DFC also holds claims under certain 2006, 2007, and 2009 closing agreements, under which DFC is entitled to accrue a \$59,314,891 amortization deduction annually from 2017 through 2021, for an aggregate deduction of \$296,574,455.

¹ The Committee takes no position with respect to the amount, validity, secured status, or priority of any of the Committee member’s asserted claims that are listed herein. The information contained herein was provided to counsel for the Committee by each Committee member.

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Genesis Security Services, Inc. (“Genesis”)	5900 Isla Verde Avenue L-2 PMB 438 Carolina, PR 00979	<p>Genesis holds claims against the Commonwealth and its instrumentalities under agreements for the provision of security services, in the following amounts²:</p> <table border="0"> <tr> <td>Highways & Transportation Authority</td> <td style="text-align: right;">\$1,308,031.72</td> </tr> <tr> <td>Public Buildings Authority</td> <td style="text-align: right;">\$128,959.98</td> </tr> <tr> <td>Department of Labor</td> <td style="text-align: right;">\$2,180,441.64</td> </tr> <tr> <td>Department of Transportation and Public Works</td> <td style="text-align: right;">\$186,912.54</td> </tr> <tr> <td>Capitol Superintendence</td> <td style="text-align: right;">\$386,223.03</td> </tr> <tr> <td>State Insurance Fund Corporation</td> <td style="text-align: right;">\$591,201.12</td> </tr> <tr> <td>Department of Education</td> <td style="text-align: right;">\$10,443,933.10</td> </tr> <tr> <td>Telecommunications Regulatory Board</td> <td style="text-align: right;">\$10,586.54</td> </tr> <tr> <td>State Department</td> <td style="text-align: right;">\$3,425.79</td> </tr> <tr> <td>Puerto Rico Department of the Family</td> <td style="text-align: right;">\$2,536,269.75</td> </tr> <tr> <td>General Services Administration</td> <td style="text-align: right;">\$387,893.98</td> </tr> <tr> <td>Maritime Transportation Authority</td> <td style="text-align: right;">\$2,445,559.20</td> </tr> <tr> <td>Maunabo Tunnel</td> <td style="text-align: right;">\$64,328.00</td> </tr> <tr> <td>PR Trade and Export Company</td> <td style="text-align: right;">\$143,647.12</td> </tr> <tr> <td>Solid Waste Authority</td> <td style="text-align: right;">\$48,940.86</td> </tr> <tr> <td>Medical Services Administration – Medical Center</td> <td style="text-align: right;">\$129,900.27</td> </tr> <tr> <td>Conservatory of Music</td> <td style="text-align: right;">\$7,610.70</td> </tr> <tr> <td>Puerto Rico Electric Power Authority</td> <td style="text-align: right;">\$2,480,453.66</td> </tr> <tr> <td>Department of Health</td> <td style="text-align: right;">\$7,922,370.73</td> </tr> <tr> <td>Health CEM</td> <td style="text-align: right;">\$22,699.74</td> </tr> <tr> <td>Total</td> <td style="text-align: right;">\$31,429,389.47</td> </tr> </table>	Highways & Transportation Authority	\$1,308,031.72	Public Buildings Authority	\$128,959.98	Department of Labor	\$2,180,441.64	Department of Transportation and Public Works	\$186,912.54	Capitol Superintendence	\$386,223.03	State Insurance Fund Corporation	\$591,201.12	Department of Education	\$10,443,933.10	Telecommunications Regulatory Board	\$10,586.54	State Department	\$3,425.79	Puerto Rico Department of the Family	\$2,536,269.75	General Services Administration	\$387,893.98	Maritime Transportation Authority	\$2,445,559.20	Maunabo Tunnel	\$64,328.00	PR Trade and Export Company	\$143,647.12	Solid Waste Authority	\$48,940.86	Medical Services Administration – Medical Center	\$129,900.27	Conservatory of Music	\$7,610.70	Puerto Rico Electric Power Authority	\$2,480,453.66	Department of Health	\$7,922,370.73	Health CEM	\$22,699.74	Total	\$31,429,389.47
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² In various instances the amounts listed below are actually owed by the Commonwealth as some of the names listed refer to mere departments of the Commonwealth without legal existence independent of the Commonwealth.

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Puerto Rico Hospital Supply, Inc. (“ <u>PR Hospital Supply</u> ”)	Call Box 158 Carolina, PR 00986-0158	<p>PR Hospital Supply holds claims against the Commonwealth and its instrumentalities under agreements for the purchase of hospital supplies, inventory, and related services, in the following amounts³:</p> <table border="0"> <tr> <td>PR Medical Center (ASEM)</td> <td style="text-align: right;">\$709,018.36</td> </tr> <tr> <td>Adults’ University Hospital</td> <td style="text-align: right;">\$794,798.56</td> </tr> <tr> <td>Pediatric Hospital</td> <td style="text-align: right;">\$720,461.40</td> </tr> <tr> <td>Ramon Luis Arnau University Hospital (Bayamón)</td> <td style="text-align: right;">\$26,708.58</td> </tr> <tr> <td>Correctional Health Service</td> <td style="text-align: right;">\$6,995.60</td> </tr> <tr> <td>Cardiovascular Center Corporation</td> <td style="text-align: right;">\$740,926.17</td> </tr> <tr> <td>Camuy Health Services</td> <td style="text-align: right;">\$ 2,375.45</td> </tr> <tr> <td>Medical Services Corporation (Hatillo)</td> <td style="text-align: right;">\$187.60</td> </tr> <tr> <td>Lares Health Center</td> <td style="text-align: right;">\$5,504.30</td> </tr> <tr> <td>Migrant Health Center (Mayagüez)</td> <td style="text-align: right;">\$3,863.23</td> </tr> <tr> <td>Laboratory Services Program (San Juan)</td> <td style="text-align: right;">\$35,160.00</td> </tr> <tr> <td>State Insurance Fund Corporation</td> <td style="text-align: right;">\$58,408.05</td> </tr> <tr> <td>UPR Medical Sciences Campus</td> <td style="text-align: right;">\$93,933.03</td> </tr> <tr> <td>Department of Health</td> <td style="text-align: right;">\$102,171.49</td> </tr> <tr> <td>Automobile Accident Compensation Administration (ACAA)</td> <td style="text-align: right;">\$6,250.22</td> </tr> <tr> <td>Mental Health and Anti-Addiction Services Administration (AMSCA)</td> <td style="text-align: right;">\$1,972.61</td> </tr> <tr> <td>Comprehensive Cancer Center</td> <td style="text-align: right;">\$145.04</td> </tr> <tr> <td>Total</td> <td style="text-align: right;">\$3,308,879.69</td> </tr> </table>	PR Medical Center (ASEM)	\$709,018.36	Adults’ University Hospital	\$794,798.56	Pediatric Hospital	\$720,461.40	Ramon Luis Arnau University Hospital (Bayamón)	\$26,708.58	Correctional Health Service	\$6,995.60	Cardiovascular Center Corporation	\$740,926.17	Camuy Health Services	\$ 2,375.45	Medical Services Corporation (Hatillo)	\$187.60	Lares Health Center	\$5,504.30	Migrant Health Center (Mayagüez)	\$3,863.23	Laboratory Services Program (San Juan)	\$35,160.00	State Insurance Fund Corporation	\$58,408.05	UPR Medical Sciences Campus	\$93,933.03	Department of Health	\$102,171.49	Automobile Accident Compensation Administration (ACAA)	\$6,250.22	Mental Health and Anti-Addiction Services Administration (AMSCA)	\$1,972.61	Comprehensive Cancer Center	\$145.04	Total	\$3,308,879.69
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Service Employees International Union (“SEIU”)	1800 Massachusetts Avenue, N.W. Washington, DC 20036	SEIU and its affiliates, SEIU Local 1996/Sindicato Puertorriqueño de Trabajadores y Trabajadoras, and SEIU Local 1199/Unión General de Trabajadores, hold contingent and non-contingent claims, not currently liquidated, against the Commonwealth and/or its instrumentalities based on (1) pay, benefits and other terms of employment owing to SEIU members under collective bargaining agreements with the Commonwealth and/or its instrumentalities, including, but not limited to, (a) pay, benefits and other terms of employment claimed in pre-petition union grievances and arbitrations and (b) pay, benefits and other terms of employment denied employees as a result of pre-petition legislative, executive or other unilateral action by the Commonwealth; and (2) pension and other post-employment benefits that SEIU members have accrued as a result of their employment with the Commonwealth and/or its instrumentalities.
Total Petroleum Puerto Rico Corp. (“Total”)	Citi View Plaza Tower I 48 Road 165 Oficina 803 Guaynabo, PR 00968-8046	Total holds claims arising under certain contracts with the Commonwealth and its instrumentalities, including motor fuel purchase and supply contracts, in the approximate amount of \$14,592,381.22 (as of June 30, 2017), including, but not limited to, (i) claims against the Commonwealth in the amount of \$10,743,294, (inclusive of a related tax asset claim in the approximate amount of \$545,104.69 against the Puerto Rico Department of Treasury), (ii) claims against Puerto Rico Electric Power Authority (PREPA) in the approximate amount of \$555,720, and (iii) claims against HTA in the approximate amount of \$8,646.
The Unitech Engineering Group, S.E.	Urb Sabanera 40 Camino de la Cascada Cidra, Puerto Rico 00739	Claims against the Commonwealth under certain construction contracts, in the approximate amount of \$11,284,462.70. Claims against the Public Buildings Authority under certain construction contracts, in the approximate amount of \$2,257,571.