

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF PUERTO RICO

IN RE: ACADEMIA SAGRADO CORAZON, INC. DEBTOR.	CASE NO. 15-06955MCF CHAPTER 11
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DISCLOSURE STATEMENT DATED JUNE 9, 2016

I. INTRODUCTION

This is the Disclosure Statement in the small business chapter 11 case of Academia Sagrado Corazon, Inc., Debtor in Possession. This Disclosure Statement contains information about the Debtor and describes the Amended Plan of Reorganization dated June 8th 2016, filed by the Debtor. A full copy of the plan is attached to this Disclosure Statement as Exhibit A.

CREDITOR YOUR RIGHTS MAY BE AFFECTED. YOU SHOULD READ THE PLAN AND THIS DISCLOSURE STATEMENT CAREFULLY AND DISCUSS THEM WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

The proposed distributions under the plan are discussed at pages 7-9 of this Disclosure Statement. General unsecured non priority creditors are classified in Class IV and will receive distribution of 100% on allowed claims.

A. Purpose of this document

This Disclosure Statement describes:

1. The Debtor and significant events during the bankruptcy case,
2. How the plan proposes to treat claims or equity interests of the type you hold (ex. What you will receive on your claim or equity interest if the plan is confirmed),
3. Who can vote on or object to the Plan,
4. What factors the Bankruptcy Court will consider when deciding whether to confirm the plan,
5. Why Debtor believes the plan is feasible, and how the treatment of your claim or equity interest under the plan compares to what you would receive on your claim or equity interest in liquidation, and

6. The effect of confirmation of the plan.

Creditor be sure to read the Plan as well as the Disclosure Statement. This Disclosure Statement describes the Plan, but it is the Plan itself that will, if confirmed, establish your rights.

B. Deadline for voting and objecting; Date of the Plan Confirmation Hearing

The confirmation hearing will be held on the date scheduled by the Court as stated in the Order Conditionally Approving the Disclosure Statement. Notice of the same will be timely given by Debtor.

This section describes the procedure pursuant to which the Plan will or will not be confirmed.

1. In accordance with 11 USC Sec. 1129(e), the Plan must be confirmed within 45 days after it is filed.

The hearing at which the Court will determine whether to finally approve this Disclosure Statement and confirm the Plan will take place on a date and time to be scheduled by the Court. Notice of the same will be timely given by Debtor.

2. Deadline for Voting to Accept or Reject the Plan.

If you are entitled to vote to accept or reject the Plan, you will receive a ballot. At that time you may return the ballot in the enclosed envelope to:

**Academia Sagrado Corazon, Inc.
c/o Lic. W. Mercado Barbosa
Po Box 9023115
San Juan, Puerto Rico, 00902-3115**

See section IV A below for a discussion of voting eligibility requirements.

Your ballot must be received by the date to be informed or it will not be counted.

3. Deadline for Objecting to the Adequacy of Disclosure and Confirmation of the Plan.

Objections to this Disclosure Statement or to the confirmation of the Plan must be filed with the Court and served upon the counsel for the Debtor by the date to be scheduled by the Court as stated in the Order Conditionally Approving the Disclosure Statement. Notice of the same will be timely given by Debtor.

4. Identity of Person to Contact for More information.

If you want additional information about the Plan, you should contact:

Lic. Wigberto Mercado Barbosa
Po Box 9020281
San Juan, Puerto Rico, 00902-0281
Email: lcdowmercado@yahoo.com

C. Disclaimer

The Court may conditionally approve this Disclosure Statement as containing adequate information to enable parties affected by the Plan to make an informed judgment about its terms. The Court has not yet determined whether the Plan meets the legal requirements for confirmation, and the fact that the Court approves this Disclosure Statement does not constitute an endorsement of the plan by the Court, or a recommendation that it be accepted. The Court's approval of this Disclosure Statement is subject to final approval at the hearing on confirmation of the plan. Objections to the adequacy of this Disclosure Statement may be filed until the date to be informed.

II. Background

A. Description and History of Debtor's business.

The Debtor is a not-for-corporation registered in Puerto Rico. The nature of Debtor's business is the operation of a school with primary, middle and high school named "Academia Sagrado Corazon, Inc.", located in Santurce, Puerto Rico.

Debtor has existed since 1928. In 1928 a group of concerned citizens secured the support of the Commissioner of the Interior of Porto Rico, as authorized by Law 42 of April 24, 1928, to sell them land parcel number 3872 in Santurce, Puerto Rico, for the price of \$1.00. The property was transferred fee and clear of liens with a condition

subsequent requiring the land to be exclusively used for the construction of a school within five (5) years or the property would revert to the State. Other conditions included an easement for a road.

A second parcel of land, numbered 4386 was purchased in 1944 under the same terms and conditions as parcel 3872. The third parcel, numbered 5895, was purchased in 1962 for \$10,950.70. By this time, the registry description disclosed two structures, one of cement and the other a wooden structure with zinc roof existed on the property. The sale was authorized through a Joint Resolution of the Porto Rico Legislature requiring the construction of a high school within five years.

In 1945 the now-Academia Sagrado Corazon, Inc., governing body borrowed \$75,000.00 from the Banco de Fomento de Puerto Rico. Through deed number 20, before notary public Mr. Jose Ramirez Santibanez, Esq., the various parcels of land were joined resulting in the present parcel of 3,567.16 meters. In the mentioned deed a mortgage was constituted to guarantee loan satisfaction. The loaned money was employed for the benefit of the Academia Sagrado Corazon, Inc., and thereafter the loan was satisfied in full.

The School has operated continuously since its inception in 1928 graduating thousands of citizens that have gone to serve their communities and Puerto Rico in all fields of professional endeavor in the arts, law, medicine, education and business.

Originally, the parcels were recorded in the property registry under the name of "Asociacion Para Las Obras De Construccion de la Iglesia-Escuela del Sagrado Corazon de Jesus, Parada 19, Santurce, San Juan, Puerto Rico.". But, on February 27, 1997, the entity was incorporated, and a corporate resolution was issued and presented before the Department of State, changing the name to "Academia Sagrado Corazon, Inc.".

B. Management of the Debtor before and during the bankruptcy

The Debtor operates through a Board of Trustees which is not paid and are volunteers, members of the community, including former students. The day-to-day management is performed through an administrative staff. The school at filing had a total of 29 employees including teachers.

The Debtor is a not-for-profit organization that has no stockholders. The officers are not paid. They have continued their function during the Chapter 11 process and will remain managers after the effective date of the order confirming the Plan, until a new Board is elected or otherwise.

C. Events leading to Chapter 11 filing

Debtor filed the current bankruptcy case to protect its assets and continue offering its services to the community and forestall imminent shutdown of electrical services by the Puerto Rico Energy and Power Authority due to payment arrears.

Prior to filing this bankruptcy case a previous case had been filed and plan confirmed. That case (11-06681) was due to creditor EDU Computer obtaining a judgment against the Debtor and its intention to encumber Debtor's bank accounts to secure collection. Within weeks of the start of the academic semester PREPA discontinued electricity supply due to arrears. The decrease in enrollment and the inevitable cash flow problems associated with sudden decreased enrollment led to that case (11-06681) and the current case' filing.

D. Significant Events during the Bankruptcy Case

During the Reorganization the Debtor continued regular operations. On or about January 2016 the Universidad Interamericana de Puerto Rico appeared in the case. This distinguished organization of higher education offered to purchase the Debtors' assets for \$550,720.19. On June 2nd 2016, the Universidad Interamericana de Puerto Rico filed an "Urgent Joint Motion Authorizing the Sale of Certain of Debtor's Assets, pursuant to Sections 363 of the Bankruptcy Code, Free and Clear of Liens, Claims, Interests and Encumbrances". Said motion is pending the Court's approval.

On May 11, 2016, the Debtor moved to disallow claim 10 & 11 filed by the Puerto Rico Department of Labor due to un-timeliness. That objection to claim is pending resolution by the Court.

E. Pending Future litigation

But-for the objection to claim 10 & 11 there is no pending litigation nor is any litigation related to the Reorganization proceeding expected in the future.

F. Projected Recovery of Avoidable Transfers

The Debtor does not intend to pursue preference, fraudulent conveyance, or other avoidance actions.

G. Claims Objections

Except to the extent that a claim is already allowed pursuant to a final non-appealable order, the Debtor reserves the right to object to claims. Therefore, even if your claim is allowed for voting purposes you may not be entitled to a distribution if an objection to your claim is later upheld.

Debtor objected claims 10 & 11 by the Puerto Rico Department of Labor due to un-timeliness.

H. Current and Historical Financial Conditions

The identity and fair market value of the estate's assets are listed in Exhibit A.

The Debtor's most recent financial statements issued before bankruptcy are set forth in Exhibit B.

The latest post-petition operating reports are set forth in Exhibit C.

This Debtor being a non-profit-organization requires certain elements to be considered regarding the valuation of assets. The Court needs to consider the Debtor's business model and some regulatory matters that may apply to asset sale by non-bankruptcy law.

Bankruptcy Code Section 1112(c) states a creditor cannot force a conversion to chapter 7, nor under section 303 can they file an involuntary petition against a non-profit. Similarly, state statutes affect the marketability of the real estate. The Debtor's property could only be used for academic purposes; any change from that revert the

land to the State. This condition subsequent inevitably adds a great deal of uncertainty because it essentially torpedoes the value of Debtor's assets. Doubtless, conversion to Chapter 7 would produce no significant dividend to creditors because the only asset for sale would be the Debtor's two (2) buildings not the land. So, the best solution for all creditors is the continued operation of the Debtor under the conditions it was conceived in 1928.

On the other hand being a tax exempt organization, it receives an indirect benefit from the State government which grants the State Comptroller the ability to audit its finances.

III. SUMMARY OF THE PLAN OF REORGANIZATION AND TREATMENT OF ALLOWED CLAIMS AND EQUITY INTERESTS

A. What is the purpose of the Plan of Reorganization?

As required by the Code the plan places claims and equity interests in various classes and describes the treatment each class will receive. The Plan also states whether each class of claims is impaired or unimpaired. In this case, there are no equity interests, being a not-for-profit corporation. If the Plan is confirmed, your recovery will be limited to the amount provided in the Plan.

B. Unclassified Claims

Certain types of claims are automatically entitled to specific treatment under the Code. They are not considered impaired, and holders of such claims do not vote on the Plan. They may, however, object, if, in their view their treatment under the Plan does not comply with that required by the Code. In this case, however, the Plan Proponent has classified all claims.

C. Classes of creditors and their Treatment in the Plan

1. Class I. Administrative Expenses

Administrative Expenses are costs or expenses of administering the Debtor's chapter 11 case which are allowed under Sec.507(a)(2) of the Code. Administrative expenses also include the value of any goods sold to the Debtor in the ordinary course

of business and received within 20-days before the date of the bankruptcy petition. The Code requires that all administrative expenses be paid on the effective date of the Plan, unless a particular claimant agrees to a different treatment.

The following chart lists the Debtor's approximate administrative expenses and their proposed treatment under the Plan:

Class I. Administrative Expenses Professional Fees	\$8,267.50.	Class I. Administrative expenses will be paid on the effective date of the plan or approved by the Court on an earlier or later date.
Class I. Administrative Expenses UST Quarterly Fees	\$3,575.00. Claim 3-4	Class I. Administrative expenses will be paid in full.
TOTAL:		

2. Class II. Priority Tax Claims

Priority tax claims are unsecured income, employment, and/or other taxes described by Sec. 507(a)(8) of the Code. Unless the holder of such a 507(a)(8) priority tax claim agrees otherwise, it must receive the present value of such claim, in regular installments paid over a period not to exceed 5 years from the order of relief.

The following chart lists the Debtor's estimated 507(a)(8) priority tax claims and their proposed treatment under the plan:

Puerto Rico Treasury Department	\$63,237.93 Claim 9-1	To be paid in full.
Internal Revenue Service	\$74,286.53 Claim 2-1	To be paid in full.
State Insurance Fund	\$2,842.29 Claim 8-1	To be paid in full.

3. Class III. Secured Claims

General secured claims are secured by property of the estate and are not entitled to priority under Sect. 507(a) of the Code.

The following chart lists the Debtor's secured claims and their proposed treatment under the plan:

Internal Revenue Service	\$39,799.39 Claim 2-1	To be paid in full.
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4. Class IV. General unsecured non-priority Claims

General unsecured non-priority claims are not secured by property of the estate and are not entitled to priority under Sect. 507(a) of the Code.

AAA	\$45,161.98	to be paid in full	
AEE	\$118,772.32	to be paid in full	
STD For Kids, Corp.	\$23,200.00	to be paid in full	
Banco Popular de Puerto Rico	\$64,161.97	to be paid in full	
State Insurance Fund	\$13,454.06	to be paid in full	
Big Deal Exterminator	\$1,450.00	Noticed	No claim filed
Deportes Salvador Colon	\$700.00	Noticed	No claim filed
Dreyfous & Associates Inc	\$14,000.00	Noticed	No claim filed
EDU Computer Corp.	\$39,000.00	Noticed	No claim filed
Electric Service Corp.	\$1,300.00	Noticed	No claim filed
Jeysor Prints	\$1,079.00	Noticed	No claim filed
Otis Elevator Corp.	\$2,000.00	Noticed	No claim filed
Royal Finance Corp.	\$1,200.00	Noticed	No claim filed
SES Elevator Services, Corp.	\$2,250.00	Noticed	No claim filed
Puerto Rico Treasury Department	\$25,507.96	to be paid in full	
Xerox		Noticed	No claim filed
Superintendencia Escuelas Catolicas		Noticed	No claim filed
Sherwin William, Corp.		Noticed	No claim filed
Plan Pensiones Escuelas Catolicas		Noticed	No claim filed
Nestle de Puerto Rico, Inc.		Noticed	No claim filed
El Nuevo Dia, Corp.,		Noticed	No claim filed
Efrain Maseira Ortiz		Noticed	No claim filed
Crystaleria Bayamon, Inc.,		Noticed	No claim filed
College Board Puerto Rico		Noticed	No claim filed

D. Means of Implementing the Plan

1. Source of Payments

Payments and distribution under the Plan to allowed claims will be funded by the sale of the Debtor's assets to the Universidad Interamericana de Puerto Rico. The Universidad Interamericana offered to purchase the assets of the Debtor for

\$550,720.19. On June 2nd 2016, the Universidad Interamericana filed an "Urgent Joint Motion Authorizing the Sale of Certain of Debtor's Assets, pursuant to Sections 363 of the Bankruptcy Code, Free and Clear of Liens, Claims, Interests and Encumbrances". Said motion is pending the Court's approval.

2. Post-Confirmation Management

The Debtor's Post-confirmation Management and its compensation will remain the same unless otherwise is determined.

E. Risk Factors

The only potential risk is the denial of the "Urgent Joint Motion Authorizing the Sale of Certain of Debtor's Assets, pursuant to Sections 363 of the Bankruptcy Code, Free and Clear of Liens, Claims, Interests and Encumbrances". If the proposed sale does not go thru it will be more likely than not the Debtor will be unable to continue successful operations as they have operated in the past in light of the current negative economic environment in Puerto Rico.

F. Executory Contracts and Unexpired Leases

There are no executory contracts and unexpired leases the Debtor will assume or reject under the Plan. All executory contracts and unexpired leases that are not listed herein will be rejected under the Plan. Consult your adviser or attorney for more specific information about particular contracts or leases. If you object to the rejection of your contract or lease, you must file and serve your objection to the Plan within the deadline for objecting to the confirmation of the Plan.

Any claim based on the rejection of a contract or lease will be barred if the proof of claim is not timely filed, unless the Court orders otherwise.

G. Tax Consequence of Plan

Being that Debtor is a not-for-profit corporation there are no equity interest holders. Creditors concerned with How the Plan May Affect Their Tax Liability Should Consult with Their Own Accountants and/or Attorneys.

As to creditors that are government agencies and instrumentalities no tax effects are foreseen on these creditors upon confirmation and/or discharge.

IV. CONFIRMATION REQUIREMENTS AND PROCEDURES

To be confirmable the Plan must meet the requirements in Sect. 1129(a) or (b) of the Code. These include the requirements that the Plan must be proposed in good faith; at least one impaired class of claims must accept the plan, without counting votes of insiders; the Plan must distribute to each creditor and equity interest holder at least as much as the creditor or equity interest holder would receive in a Chapter 7 liquidation case, unless the creditor or equity interest holder votes to accept the Plan; and the Plan must be feasible. These requirements are not the only requirements listed in Sect. 1129 and they are not the only requirements for confirmation.

A. Who May Vote or Object

Any party in interest may object to the confirmation of the Plan if the party believes that the requirements for confirmation are not met.

Many parties in interest, however, are not entitled to vote to accept or reject the Plan. A creditor or equity interest holder has a right to vote for or against the Plan only if that creditor or equity interest holder has a claim or equity interest that is both (1) allowed or allowed for voting purposes and (2) impaired.

In this case the Plan proponent believes that all (but one) class are unimpaired and that holders of claims in each of these classes are therefore not entitled to vote to accept or reject the Plan. Members of the impaired class with allowed claims will be paid in full.

Any party in interest may however object the Plan on the appropriate grounds.

1. What is an Allowed Claim or an Allowed Equity Interest.

Only a creditor or equity interest holder with an allowed claim or an allowed equity interest has the right to vote on the Plan. Generally, a claim or equity interest is allowed if either (1) the Debtor has scheduled the claim on the Debtor's schedules, unless the claim has been scheduled as disputed, contingent, or un-liquidated or (2) the

creditor has filed a proof of claim or equity interest, unless an objection has been filed to such proof of claim or equity interest. When a claim or equity interest is not allowed, the creditor or equity interest holder holding the claim or equity interest cannot vote unless the Court, after notice and hearing, either overrules the objection or allows the claim or equity interest for voting purposes per Rule 3018(a) of the Federal Rules of Bankruptcy Procedure.

The deadline for filing a proof of claim in this case was for all creditors (except a governmental unit): 01-14-2016. For a governmental unit: 03-08-2016.

2. What is an impaired Claim or Impaired Equity Interest

As noted above the holder of an allowed claim or equity interest has the right to vote only if it is in a class that is impaired under the Plan. As provided in Sect.1124 of the Code a class is considered impaired if the Plan alters the legal, equitable, or contractual rights of the members of that class.

3. Who is not entitled to vote

The Holders of the following five types of claims and equity interests are not entitled to vote:

1. holders of claims and equity interests that have been disallowed by an order of the Court;
2. holders of other claims or equity interests that are not allowed claims or allowed equity interests unless they have been allowed for voting purposes;
3. holders of claims or equity interests in unimpaired classes;
4. holders of claims entitled to priority pursuant to Sect. 507(a)(2), (a)(3), and (a)(8) of the Code; and,
5. holders of claims or equity interests in classes that do not receive or retain any value under the Plan;
6. administrative expenses.

4. Who Can Vote in More than One Class

A creditor whose claim has been allowed in part as a secured claim and in part, as an unsecured claim or who otherwise hold claims in multiple classes, is entitled to accept or reject a Plan in each capacity and should cast one ballot for each claim.

B. Votes Necessary to Confirm the Plan

If impaired classes exists, the Court cannot confirm the Plan unless (1) at least one impaired class of creditors has accepted the Plan without counting the voted of any insiders, within that class and (2) all impaired classes have voted to accept the Plan, unless the Plan is eligible to be confirmed by cram down on non-accepting classes, as discussed later.

1. Votes necessary for a Class to Accept the Plan

A class of claims accepts the Plan if both of the following occur (1) the holders of more than one-half (1/2) of the allowed claims in the class who vote cast their votes to accept the Plan, and (2) the holders of at least two-thirds (2/3) in dollar amount of the allowed claims in the class, who vote, cast their votes to accept the Plan.

A class of equity interests accepts the Plan if the Holders of at least two-thirds (2/3) in amount of the allowed equity interests in the class, who vote, cast their votes to accept the Plan.

2. Treatment of Non-Accepting Classes

Even if one or more impaired classes reject the Plan, the Court may nonetheless confirm the Plan if the non-accepting classes are treated in the manner prescribed by Sect.1129(b) of the Code. A plan that binds non-accepting classes is commonly referred to as a cram down plan. The Code allows the Plan to bind non-accepting classes of claims or equity interests if it meets all the requirements for consensual confirmation except the voting requirements of Sect.1129(a)(8) of the Code, does not discriminate unfairly, and is fair and equitable toward each impaired class that has not voted to accept the Plan.

C. Liquidation Analysis

To confirm the Plan the Court must find that all creditors and equity interest holders who do not accept the Plan will receive as much under the Plan as such claim and equity interest holders would receive in a Chapter 7 liquidation. A liquidation analysis is attached to this Disclosure Statement.

D. Feasibility

The Court must find that confirmation of the Plan is not likely to be followed by the liquidation or the need for further reorganization of the Debtor or any successor to the Debtor unless such liquidation or reorganization is proposed in the Plan.

1. Ability to initially fund the Plan

The plan proponent submits the Debtor will be able to fund the plan after approval of the "Urgent Joint Motion Authorizing the Sale of Certain of Debtor's Assets, pursuant to Sections 363 of the Bankruptcy Code, Free and Clear of Liens, Claims, Interests and Encumbrances".

2. Ability to make future plan payments and Operate Without Further Reorganization.

The Plan proponent must also show that it will have enough cash over the life of the Plan to make the required Plan payments.

The plan proponent submits the Debtor will be able to fund the Plan after approval of the "Urgent Joint Motion Authorizing the Sale of Certain of Debtor's Assets, pursuant to Sections 363 of the Bankruptcy Code, Free and Clear of Liens, Claims, Interests and Encumbrances".

V. EFFECT OF CONFIRMATION OF PLAN

A. Discharge of Debtor

The Debtor is a corporation and Sect.1141(d)(3) is not applicable to discharge. On the effective date of the Plan the Debtor shall be discharge from any debt that arose before confirmation of the Plan, subject to the occurrence of the effective date to the

extent specified in Sect.1141(d)(1)(A) of the Code, except that the Debtor shall not be discharged of any debt (1) imposed by the Plan, (ii) of a kind specified in Sect.1141(d)(6)(A) if a timely complaint was filed in accordance with Rule 4007(c) of the Federal Rules of Bankruptcy Procedure or (ii) of a kind specified in Sect.1141(d)(6)(B). After the effective date of the Plan your claims against the Debtor will be limited to the debts described in clauses (i) through (ii) of the preceding sentence.

B. Modification of the Plan

The Plan Proponent may modify the Plan at any time before confirmation of the Plan. However, the Court may required a new discourse statement and/or re-voting the Plan.

The Plan Proponent may also seek to modify the Plan at any time after confirmation only if (1) the Plan has not been substantially consummated and (2) the Court authorizes the proposed modification after notice and hearing.

C. Final Decree

Once the estate has been fully administered as provided in Rule 3022 of the Federal Rules of Bankruptcy Procedure the Plan Proponent or such other party as the Court shall designate in the Plan confirmation Order, shall file a motion with the Court to obtain a final decree to close the case.

VI. OTHER PLAN PROVISIONS

Retention of jurisdiction.

After the Plan's Effective Date, the Bankruptcy Court shall have exclusive jurisdiction of the following specified matters arising out of, and related to the Bankruptcy Case and the Plan pursuant to Sections 105(a) and 1142 of the Bankruptcy Code:

(a) to hear and determined any and all objections to the allowance of any Claims or any controversies as to the classification of any Claims or estimate any disputed Claim;

(b) to hear and determine any and all applications by Professionals for compensation and reimbursement of expenses per Section 2.2 (c) hereof;

(c) to hear and determine any and all pending applications for the rejection or assumption of executor contracts and unexpired leases, and fix and allow any Claims resulting therefrom;

(d) to determine any and all applications motions, adversary proceedings and contested or litigated matters pending before the Bankruptcy Court on the Confirmation Date;

(e) to determine all controversies, suits and disputes that may arise in connection with the interpretation, enforcement or consummation of the Plan, including but not limited to the Litigation Trust Agreement;

(f) to enforce the provisions of the Plan subject to the terms thereof;

(g) to correct any defect, cure any omission or reconcile any inconsistency in the Plan, the Plan Documents or in the Confirmation Order as may be necessary to carry out the purpose and the intent of the Plan;

(h) to determine such other matters as may be provided for in the Confirmation Order.

RESPECTULLY SUBMITTED.

In Bayamon, Puerto Rico, this 14TH day of June 2016.

I HEREBY CERTIFY that on this date the herein was electronically filed with the Clerk of the Court using the CM/ECF system which will send notification of such filing to all CM/ECF participants including the Unites States Assistant Trustee M. Lecaroz, Esq., and via 1st class mail to all other non CM/ECF parties in interest.

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