IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF PUERTO RICO

IN RE: J-TASTE, INC. **66-0704814** **DEBTOR**	**CASE NO.: 15-10243-MCF** **CHAPTER 11**

DISCLOSURE STATEMENT DATED AUGUST 03, 2016

PLEASE NOTE THAT THIS DISCLOSURE STATEMENT IS BEING SUBMITTED FOR APPROVAL, AND HAS NOT YET BEEN APPROVED BY THE BANKRUPTCY COURT. THIS IS NOT A SOLICITATION OF VOTES WITH RESPECT TO THE DEBTOR'S PLAN OF REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE OR AN OFFER WITH RESPECT TO ANY SECURITIES. ANY SUCH SOLICITATION OF OFFER WILL COMPLY WITH ALL APPLICABLE SECURITIES LAWS AND PROVISIONS OF THE BANKRUPTCY CODE. ACCEPTANCES OR REJECTIONS OF THE DEBTOR'S PLAN MAY NOT, AND WILL NOT, BE SOLICITED UNTIL A DISCLOSURE STATEMENT HAS BEEN APPROVED BY THE BANKRUPTCY COURT. ACCORDINGLY, THE INFORMATION CONTAINED HEREIN IS SUBJECT TO CHANGE.

Table of Contents

Article I – Introduction……3

Article II – Background……5

Article III – Summary of Plan of Reorganization and Treatment of Claims……7

Article IV – Confirmation Requirements and Procedures……12

Article V – Effect of Confirmation of the Plan……16

Article VI – Other Plan Provisions……17

Exhibit A – Estate's Assets……18

Exhibit B – Liquidation Analysis ……19

Exhibit C – Claims Summary……20

Exhibit D – Chapter 11 Plan dated August 03, 2016……21

ARTICLE I
INTRODUCTION

This is the disclosure statement (the "Disclosure Statement") in the Chapter 11 case of J-TASTE, INC. (the "Debtor"). This Disclosure Statement contains information about the Debtor and describes the Plan of Reorganization (the "Plan") filed by the Debtor on August 03, 2016. A full copy of the Plan is submitted with this Disclosure Statement as a separate document, **Exhibit D**. ***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 9-10 of this Disclosure Statement

Purpose of This Document

This Disclosure Statement includes, without limitation, information about:

- Debtor's business history and significant events during the bankruptcy case;
- events leading to the Chapter 11 case;
- the classification and treatment of claims and interests under the Plan, including who is entitled to vote on the Plan;
- significant aspects of the Plan, including how distributions under the Plan will be made;
- the statutory requirements for confirming the Plan;
- certain risk factors creditors should consider before voting and information regarding alternatives to confirmation of the Plan; and
- certain income tax consequences of the Plan.

In light of the foregoing, the Debtors believes that the Disclosure Statement contains "adequate information" to enable a hypothetical reasonable investor to make an informed judgment about the Plan and complies with all aspects of Section 1125 of the Bankruptcy Code.

The Debtor believes the Plan is in the best interest of its estate and its creditors and strongly recommends that you vote to accept the Plan if you are entitled to vote. Assuming the requisite acceptances to the Plan are obtained, the Debtors will seek the Bankruptcy Court's approval of the Plan at the Confirmation Hearing.

The Plan and all documents to be executed, delivered, assured, and/or performed in connection with the Consummation of the Plan, are subject to revision and modification from time to time prior to the Effective Date.

B. Overview of Chapter 11

Chapter 11 is the principal business reorganization chapter of the Bankruptcy Code. In addition to permitting debtor rehabilitation, Chapter 11 promotes equality of treatment for similarly situated creditors and similarly situated equity interest holders, subject to the priority of distributions prescribed by the Bankruptcy Code.

The commencement of Chapter 11 Case creates an estate that comprises all of the legal and equitable interests of the debtor as of the bankruptcy commencement date (the "Petition Date"). The Bankruptcy Code provides that the debtor may continue to operate its business and remain in possession of its property as a "debtor in possession".

Consummating a plan is the principal objective of a Chapter 11 Case. The Bankruptcy Court's confirmation of a plan binds the debtor, any person acquiring property under the plan, any creditor or equity interest holder of a debtor and any person or entity as maybe ordered by the Bankruptcy Court, in accordance with the applicable provisions of the Bankruptcy Code. Subject to certain limited exceptions, the order issued by the Bankruptcy Court confirming a plan provides for the treatment of the debtor's debt in accordance with the terms of the confirmed plan.

C. Deadlines for Voting and Objecting: Date of Plan Confirmation Hearing

The Court has not yet confirmed the Plan described in this Disclosure Statement. This section describes the procedures pursuant to which the Plan will or will not be confirmed.

1. *Time and Place of the Hearing to finally approve the Disclosure Statement and Confirm the Plan.*

The Hearing at which the Court will determine whether to finally approve this Disclosure Statement and confirm the Plan has not been set yet. Once the court schedules said hearing, the Debtors will be timely informing you of it.

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

If you are entitled to vote to accept or reject the plan, vote on the enclosed ballot and return the ballot in the enclosed envelope to: **HÉCTOR EDUARDO PEDROSA LUNA, ESQ., P.O. BOX 9023963, SAN JUAN, PR 00902-3963**.

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 by September 03, 2016, unless the period to object is extended by the Court.

4. *Identity of person to Contact for More Information*

If you want additional information about the Plan, you should contact Attorney Héctor Eduardo Pedrosa-Luna.

ARTICLE II

BACKGROUND

A. Description and History of the Debtor's Business

The Debtor is a corporation, duly registered and authorized to do business in the Commonwealth of Puerto Rico. The Debtor is engaged in the business of oriental cuisine (restaurant).

Events Leading to the Commencement of the Chapter 11 Case

The Debtor was incorporated on November 30, 2007 in order to operate an oriental restaurant in Old San Juan. The Debtor operates its business out of a leased property at 307 Recinto Sur Street, Old San Juan, PR 00901. Said property is leased to a third party, Gamma Rental, Inc. thru a long-term lease (15 years).

After several years of success, Debtor sales began to decrease due to the diminishing number of cruise ships visiting Puerto Rico. The Debtor also experienced diminishing sales from its local customers due to the general financial crisis.

While under the direction of its former managers, the Debtor accrued sales taxes payable to the Local Treasury Department (IVU Tax). Said arrears are the reason behind Debtor's decision to file the instant petition for relief.

B. Significant Events During Debtor's Chapter 11 Case

While operating as a debtor-in-possession, the Debtor has taken several steps in order to lower its operating expenses, increase its sales and make the current payments to the IVU Tax and to its creditors.

C. Avoidance Actions

As the present time, the Debtor does not intend to pursue preference, fraudulent conveyance, or other avoidance actions.

D. 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. The procedures for resolving disputed claims are set forth in Article XI of the Plan.

E. Current and Historical Financial Conditions

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

ARTICLE III

SUMMARY OF THE PLAN OF REORGANIZATION AND TREATMENT OF CLAIMS

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 or equity interests is impaired or unimpaired. If the Plan is confirmed, your recovery will be limited to the amount provided by 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. As such, the Plan Proponent has *not* placed the following claims in any class:

1. *Administrative Expenses*

Administrative expenses are costs or expenses of administering the Debtor's chapter 11 case which are allowed under § 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 estimated administrative expenses, and their proposed treatment under the Plan:

Type	***Estimated* Amount Owed**	**Proposed Treatment**
Expenses Arising in the Ordinary Course of Business After the Petition Date	-0-	Paid in full on the effective date of the Plan, or according to terms of obligation if later

Professional Fees, as approved by the Court.	$3,500.00	Paid in full on the effective date of the Plan, or according to separate written agreement, or according to Court order if such fees have not been approved by the Court on the effective date of the Plan
Clerk's Office Fees	-0-	Paid in full on the effective date of the Plan
Other administrative expenses	-0-	Paid in full on the effective date of the Plan or according to separate written agreement
Office of the U.S. Trustee Fees	-0-	Paid in full on the effective date of the Plan
TOTAL	$3,500.00	

2. Priority Tax Claims

Priority tax claims are unsecured income, employment, and other taxes described by § 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 exceeding five (5) years from the order of relief.

In the instant case there are no Priority Tax Claims.

C. Classes of Claims and Equity Interests

The following are the classes set forth in the Plan, and the proposed treatment that they will receive under the Plan:

1. *Classes of Secured Claims*

Allowed Secured Claims are claims secured by property of the Debtor's bankruptcy estate (or that are subject to set off) to the extent allowed as secured claims under § 506 of the Code. **If the value of the collateral or setoffs securing the creditor's claim is less than the amount of the creditor's allowed claim, the deficiency will be classified as a general unsecured claim.**

Class #	Description	Impairment	Treatment

There are no Secured Creditors in the Instant Case.

2. *Classes of Priority Unsecured Claims*

Certain priority claims that are referred to in §§ 507(a)(1), (4), (5), (6), and (7) of the Code are required to be placed in classes. The Code requires that each holders of such claim receive cash on the effective date of the Plan equal to the allowed amount of such claim. However, a class of holders of such claims may vote to accept different treatment.

Class #	Description	Impairment	Treatment
1	General Priority Unsecured Class SIF Claim POC-6 ($8,089.97) Treasury Department Claim POC-8 ($2,690.04) Total claims: $10,780.01	Unimpaired	Paid in full plus 4.25% interest in 60 monthly installments of $199.75 each, commencing on the effective date of the Plan.
2	General Priority Unsecured Class Treasury Department Claim POC-9 ($245,305.85) Total claim: $245,305.85	Unimpaired	Paid in full plus 4.25% interest in 59 monthly installments of $3,155.68 each and a final payment of $80,000.00, commencing on the effective date of the Plan.

3. *Classes of General Unsecured Claims*

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

The following chart identifies the Plan's proposed treatment of Class 3 and 4 which contains general unsecured claims against the Debtor:

Class #	Description	Impairment	Treatment
3	General Unsecured Class Unsecured Tax Claims Total claims: $113,579.89	Impaired	Estimated percent of claim to be paid = 14%. Debtor expect to pay $15,901.18 in principal, plus 4.25% interest in 60 monthly installments of $294.64 each, commencing on the effective date of the Plan.
4	General Unsecured Class General Unsecured Claims Total claims: $32,886.29	Impaired	Estimated percent of claim to be paid = 14%. Debtor expect to pay $4,604.08 in principal, plus 4.25% interest in 60 monthly installments of $85.31 each, commencing on the effective date of the Plan.

4. Class of Equity Interest Holders

Equity interest holders are parties who hold an ownership interest (i.e., equity interest) in the Debtor. In a corporation, entities holding preferred or common stock are equity interest holders. In a partnership, equity interest holders are the members. Finally, with respect to an individual who is a debtor, the Debtor is the equity interest holder.

The following chart sets forth the Plan's proposed treatment of the class of equity interest holders:

Class #	Description	Impairment	Treatment
5	Equity Interest Holders	Unimpaired	Retain their Rights

D. **Means of Implementing the Plan**

1. *Source of Payments*

Payments and distributions under the plan will be funded by the following:

a.) Debtor's operations.

2. *Post-confirmation Management*

The Post-Confirmation President of the Debtor, and its compensation, shall be as follows:

Name: Chun Yeung Chan

Position: President

Compensation: $4,500.00

E. **Risk Factors**

The proposed Plan faces the following risks:

1. Decrease in volume of Debtor's business.

F. **Executory Contracts and Unexpired Leases**

The Plan lists all executor contracts and unexpired leases that the Debtor will assume under the Plan. Assumption means that the Debtor has elected to continue to perform the obligations under such contracts and unexpired leases, and to cure defaults of the type that must be cured under the Code, if any.

If you object to the assumption of your unexpired leases or executory contract, the proposed cure of any defaults, or the adequacy of assurance of performance, you must file and serve your objection to the Plan within the deadline for objecting to the confirmation of the Plan, unless the Court has set an earlier time.

All executory contracts and unexpired leases that are not listed in the Plan will be rejected therein. 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.

G. **Tax Consequences of Plan**

Creditors and Equity Interest Holders Concerned with How the Plan May Affect Their Tax Liability Should Consult with Their Own Accountants, Attorneys, And/Or Advisors.

The following are the anticipated tax consequences of the Plan:

(1) Tax consequences to the Debtor of the Plan

Section 1031.01(a)(10) of the PR Internal Revenue Code of 2011 states that the income resulting for a Debtor on a debt discharge under a bankruptcy proceeding will be exempt from PR income taxes.

(2) General tax consequences on creditors of any discharge.

Creditors will take a deduction for the loss arising from the write off of accounts receivable that are not to be collected, in the year the write off is recognized for tax purposes.

ARTICLE IV
CONFIRMATION REQUIREMENTS AND PROCEDURES

To be confirmable, the Plan must meet the requirements listed in §§ 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 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 § 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 for voting purposes and (2) impaired.

In this case, the Plan Proponent believes that Class 3 is impaired and that holders of claims in said class are therefore entitled to vote to accept or reject the Plan. The Plan Proponent believes that classes 1 and 2 are unimpaired and that holders of claims in each of these classes, therefore, do not have the right to vote to accept or reject the Plan.

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

Only a creditor or equity interest holder with 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 pursuant to Rule 3018 (a) of the Federal Rules of Bankruptcy Procedure.

The deadline for filing a proof of claim in this case is May 02, 2016 for General Creditors and June 27, 2016 for governmental entities.

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 § 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:

- Holders of claims and equity interests that have been disallowed by an order of the Court;
- Holders of other claims or equity interests that are not "allowed claims" or "allowed equity interests" (as discussed above), unless they have been "allowed" for voting purposes.

- Holders of claims or equity interests in unimpaired classes;
- Holders of claims entitled to priority pursuant to §§ 507(a)(2), (a)(3), and (a)(8) of the Code; and
- Administrative expenses.

Even If You Are Not Entitled to Vote on the Plan, You Have a Right to Object to the Confirmation of the Plan and to the Adequacy of the Disclosure Statement.

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 exist, the Court cannot confirm the Plan unless (1) at least one impaired class of creditors has accepted the Plan without counting the votes 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 a cramdown on non-accepting classes, as discussed later in Section B.2.

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 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 § 1129(b) of the Code. A plan that binds non-accepting classes is commonly referred to as a cramdown's 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 §

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.

You should consult your own attorney if a cramdown confirmation will affect your claim or equity interest, as the variations on this general rule are numerous and complex.

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 at least 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 as **Exhibit B**. It shows that upon a liquidation of the Debtor in the Bankruptcy Court or otherwise, there would be limited funds remaining for distribution to the General Creditors. The liquidation value in this case has been estimated at $20,707.67. Said $20,707.67 will come from the sale of Debtor's restaurant equipment and inventory; the closing f its bank accounts and the cancellation of its deposits. Said sum of money shall be distributed to the General Unsecured Creditors. In a Chapter 7 liquidation, the General Unsecured Creditors are likely to received far less money due to: a) the administrative expenses related to a Chapter 7 liquidation; b) the property to be sold at an auction is likely to be sold well under it market value. **Under the proposed Plan, General Unsecured Creditors are expected to receive 14% of their allowed claims.**

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 financial reorganization is proposed in the Plan.

1. Ability to Initially Fund Plan

The Plan Proponent believes that the Debtor will have enough cash on hand on the effective date of the Plan to pay all the claims and expenses that are entitled to be paid on that date.

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 has provided projected financial information. The Plan Proponent's financial projections show that the Debtor will have an aggregate annual average cash flow, after paying operating expenses and post-confirmation taxes that will be enough to cover proposed payments under the Plan.

You Should Consult with Your Accountant or other Financial Advisor If you Have Any Questions Pertaining to These Projections.

ARTICLE V

EFFECT OF CONFIRMATION OF PLAN

A. **Discharge**

Confirmation and the Order of Confirmation will vest title of all property of the Estate of the DEBTOR and will constitute final settlement of payment to all creditors. Completion of the payment therein contemplated shall act, constitute and operate as a discharge of any and all liability and indebtedness of the Debtor, which existed prior to Confirmation, subject to any applicable exception to discharge as provided to in 11 USC §1141(d)(2) and 11 USC §523.

B. **Modification of Plan**

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

If the Debtor is not an individual: 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 modifications after notice and a hearing.

If the Debtor is an individual: A Upon request of the Debtor, the United States trustee, or the holder of an allowed unsecured claim, the Plan may be modified at any time after confirmation of the Plan but before the completion of payments under the Plan, to (1) increase or reduce the amount of payments under the Plan claims of a particular class, (2) extend or reduce the time period for such payments, or (3) alter the amount of distribution to a creditor whose claim is provided for by the Plan to the extent necessary to take account of any payment of the claim made other than under the Plan.

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. Alternatively, the Court may enter such a final decree on its own motion.

ARTICLE VI
OTHER PLAN PROVISIONS

None.

Respectfully Submitted,

In San Juan, P.R. this August 03, 2016.

I CERTIFY that on this date a copy of this document was sent by Electronic Mail to all CM/ECF participants, by hand delivery to Office of U.S. Trustee, Assistant US Trustee, Monsita Lecaroz, Esq. and by regular mail to all creditors and parties in interest.

DEBTOR:

/S/Chun Yeung Chan

Chun Yeung Chan

President

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