

UNITED STATES BANKRUPTCY COURT
DISTRICT OF PUERTO RICO

IN RE:

FABRICA DE BLOQUES VEGA BAJA, INC.

Debtor

CASE NO. 17-00965-BKT11

Chapter 11

DISCLOSURE STATEMENT

OF

FABRICA DE BLOQUES VEGA BAJA, INC.

MRO Attorneys at Law, LLC

Attorneys for Debtor

PO Box 367819

San Juan, PR 00936-7819

Tel. 787-237-7440

Email: mro@prbankruptcy.com

Web: www.prbankruptcy.com

INDEX

I. INTRODUCTION

A. Purpose of This Document

B. Deadlines for Voting and Objecting; Date of Plan Confirmation Hearing

1. *Time and Place of the Hearing to Finally Approve This Disclosure Statement and Confirm the Plan*
2. *Deadline for Voting to Accept or Reject the Plan*
3. *Deadline for Objecting to the Adequacy of Disclosure and Confirmation of the Plan*
4. *Identity of Person to Contact for More Information*

C. Disclaimer

II. BACKGROUND

A. Description and History of the Debtor's Business

B. Insiders of the Debtor

C. Management of the Debtor Before and During the Bankruptcy

D. Events Leading to Chapter 11 Filing

E. Significant Events During the Bankruptcy Case

F. Projected Recovery of Avoidable Transfers

G. Claims Objections

H. Current and Historical Financial Conditions

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

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

B. Unclassified Claims

1. *Administrative Expenses*

C. Classes of Claims and Equity Interests

1. *Classes of Secured Claims*
2. *Priority Tax Claims*
3. *Class of Unsecured Claim*
4. *Class of Equity Interest Holder*
5. *Payments Under the Plan*

D. Means of Implementing the Plan

1. *Source of Payments*
2. *Post-confirmation Management*

E. Risk Factors

F. Executory Contracts and Unexpired Leases

G. Tax Consequences of Plan

IV. CONFIRMATION REQUIREMENTS AND PROCEDURES

A. Who May Vote or Object

1. *What Is an Allowed Claim or an Allowed Equity Interest?*
2. *What Is an Impaired Claim or Impaired Equity Interest?*
3. *Who is **Not** Entitled to Vote?*
4. *Who Can Vote in More Than One Class?*

B. Votes Necessary to Confirm the Plan

1. *Votes Necessary for a Class to Accept the Plan*
2. *Treatment of Nonaccepting Classes*

C. Liquidation Analysis

D. Feasibility

1. *Ability to Initially Fund Plan*
2. *Ability to Make Future Plan Payments and Operate Without Further Reorganization*

V. EFFECT OF CONFIRMATION OF PLAN

A. Discharge of Debtor

B. Modification of Plan

C. Final Decree

LIST OF EXHIBITS

Exhibit A – Plan of Reorganization

Exhibit B – Financial Statement

Exhibit C – Summary of Debtor’s Operating Reports

Exhibit D – Payment Under the Plan

Exhibit E – Liquidation Analysis

I. INTRODUCTION

This is the disclosure statement (the “Disclosure Statement”) in the small business chapter 11 case of Fábrica de Bloques Vega Baja, Inc. (hereinafter referenced as the “Debtor”). This Disclosure Statement contains information about Debtor and describes Debtor’s Plan of Reorganization (the “Plan”) filed by Debtor on June 15, 2017. A full copy of the Plan is attached to this Disclosure Statement as **Exhibit A**. 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 8-11 of this Disclosure Statement. Unsecured class of creditors are classified in Class 3, and will receive a distribution of 0% of their allowed claims.

A. Purpose of This Document

This Disclosure Statement describes:

- The Debtor and significant events during the bankruptcy case,
- How the Plan proposes to treat claims or equity interests of the type you hold (i.e., what you will receive on your claim or equity interest if the plan is confirmed),
- Who can vote on or object to the Plan,
- What factors the Bankruptcy Court (the “Court”) will consider when deciding whether to confirm the Plan,
- 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
- The effect of confirmation of the Plan.

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. 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 This Disclosure Statement and Confirm the Plan*

The hearing at which the Court will determine whether to approve this Disclosure Statement and confirm the Plan will take place on a date to be scheduled by the Bankruptcy Court, which will be subject of a separate order, and will be held in Courtroom 2, at the Jose V. Toledo Federal Building & US Courthouse, 300 Recinto Sur, 2nd Floor, Old San Juan, PR 00901.

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 MRO Attorneys at Law, LLC, PO Box 367819, San Juan, PR 00936-7819. See section IV.A. below for a discussion of voting eligibility requirements.

Your ballot must be received by the deadline to be established by the Bankruptcy Court through the order scheduling the hearing on confirmation of the Plan 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 Debtor by the deadline to be established by the Bankruptcy Court through the order scheduling the hearing on confirmation of the Plan.

4. Identity of Person to Contact for More Information

If you want additional information about the Plan, you should contact MRO Attorneys at Law, LLC, PO Box 367819, San Juan, PR 00936-7819.

C. Disclaimer

The Court has conditionally approved 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 has approved 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 deadline to be established by the Bankruptcy Court through the order scheduling the hearing on confirmation of the Plan.

II. BACKGROUND

A. Description and History of the Debtor's Business

The Debtor is a corporation. The Debtor is engaged in the business of production and distribution of high quality blocks and paving stones.

B. Insiders of the Debtor

The estate of Rafael Casanova Orama is the President and holds 100% of the shares and ownership of Debtor.

Rafael I. Casanova Tirado is the Vice President and holds 0% of the shares and ownership of Debtor.

Brenda Rivera Alamo is the Secretary and holds 0% of the shares and ownership of Debtor.

Edgardo Rosado Cruz is the Accountant and holds 0% of the shares and ownership of Debtor.

C. Management of the Debtor Before and During the Bankruptcy

The President of the Debtor before and during the Debtor's chapter 11 case has been the estate of Rafael Casanova Orama.

The Vice President of the Debtor before and during the Debtor's chapter 11 case has been Rafael I. Casanova Tirado.

The Secretary of the Debtor before and during the Debtor's chapter 11 case has been Brenda Rivera Alamo.

The Accountant of the Debtor before and during the Debtor's chapter 11 case has been Edgardo Rosado Cruz.

D. Events Leading to Chapter 11 Filing

Prior to filing its Chapter 11 case, Debtor had experienced a substantial diminution in its cash flow due to Puerto Rico's critical economic situation and, more imminently, an embargo and closing of Debtor's operations by the Puerto Rico Department of Treasury. Debtor's current situation, together with its inability to generate sufficient income to remain competitive in today's market place, resulted in Debtor's need file the bankruptcy petition, to seek financing for the operations, and seek the sale of all of the Debtor's assets for the benefit of its creditors and the bankruptcy estate.

E. Significant Events During the Bankruptcy Case

On March 27, 2017, Debtor and Master Group filed a Motion to Sell Property Free and Clear of Liens under Section 363(f): (A) Approving the Asset Purchase Agreement and Sale of the Acquired Assets Free and Clear of Liens to the Buyer or to the Successful Bidder; and (B) Approving the Bidding Procedures to Solicit Higher and Better Offers and Select the Successful Bidder (the "Sale Motion").

The Sale Motion sought authority to consummate an Asset Purchase Agreement (the "APA") between the Debtor and Master Group, subject to higher and better bids at an auction, for the purchase of substantially all of the assets of the Debtor (as more specifically defined in the asset purchase agreement, the "Acquired Assets").

On April 26, 2017, the Bankruptcy Court entered an order granting the Sale Motion ("the Sale Order") and approving the bidding procedures pursuant to which the Debtor could solicit bids for the Acquired Assets from interested parties (the "Bidding Procedures Order").

The sale was held as scheduled, on May 9, 2017 at Pietrantonio Mendez & Alvarez, LLC, Banco Popular Center, 19th Floor, 208 Ponce de León Ave., San Juan, Puerto Rico 00918 at 11:00 am.

F. Projected Recovery of Avoidable Transfers

The Debtor has not yet completed its investigation with regard to prepetition transactions. If you received a payment or other transfer within 90 days of the bankruptcy, or other transfer avoidable under the Code, the Debtor may seek to avoid such transfer.

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

H. Current and Historical Financial Conditions

The Debtor's most recent financial statements issued before bankruptcy, each of which was filed with the Court, are set forth in **Exhibit B**.

A summary of the Debtor's periodic operating reports filed since the commencement of the Debtor's bankruptcy case is set forth in **Exhibit C**.

III. SUMMARY OF THE PLAN OF REORGANIZATION AND TREATMENT OF 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 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:

<u>Type</u>	<u>Estimated Amount Owed</u>	<u>Proposed Treatment</u>
Expenses Arising in the Ordinary Course of Business After the Petition Date	\$0.00	Paid in full on the effective date of the Plan, or according to terms of obligation if later
The Value of Goods Received in the Ordinary Course of Business Within 20 Days Before the Petition Date	\$0.00	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.	\$30,000.00	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	Unknown	Paid in full on the effective date of the Plan
Other administrative expenses	Unknown	Paid in full on the effective date of the Plan or according to separate written agreement
Office of the U.S. Trustee Fees	\$3,900.00	Paid in full on the effective date of the Plan
TOTAL	At least \$33,900.00	

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. Class 1: Secured Claims

Allowed Secured Claims are claims secured by property of the Debtor's bankruptcy estate (or that are subject to setoff) 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.

The following chart lists all classes containing Debtor's secured prepetition claims and their proposed treatment under the Plan:

Class	Claimant	Impairment	Treatment
1	Internal Revenue Service – Claim No. 3	Unimpaired	Will be paid in full on the Effective Date of the plan.

2. Class 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 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:

Class	Claimant	Impairment	Treatment
2	CRIM – Claim No. 2	Impaired	Each holder of a priority tax claim will be paid a prorrata distribution on the Effective Date of the Plan.
2	Internal Revenue Service – Claim No. 3	Impaired	
2	Department of Treasury – Claim No. 4	Impaired	
2	Department of Treasury – Claim No. 5	Impaired	
2	State Insurance Fund Corporation – Claim No. 8	Impaired	

3. Class 3: 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, which contain unsecured class of creditors against the Debtor:

Class	Claimant	Impairment	Treatment
3	Unsecured class of claimants	Impaired	This class will receive a distribution of 0% of their allowed claims.

4. *Class 4: Equity Interest Holders and Insiders*

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 include both general and limited partners. In a limited liability company (“LLC”), the 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 and Insiders:

Class	Claimant	Impairment	Treatment
4	Equity interest holders and Insiders	Impaired	The shares of the holders of the Equity Interests in Debtor will be cancelled on the Effective Date, thus, the equity security holders and insiders will receive no distribution.

5. *Payments Under the Plan*

All creditors are requested to review **Exhibit D**, which provides for the payments under the Plan with the corresponding assumptions.

D. Means of Implementing the Plan.

1. Source of Payments

Payments and distributions under the Plan will be funded by the sale of Debtor’s Acquired Assets to Master Group.

2. Post-confirmation Management

There will be no post-confirmation management in existence after the consummation of this liquidating plan.

E. Risk Factors

The proposed Plan has the following risks:

The usual risk associated with a business.

F. Executory Contracts and Unexpired Leases

Debtor has rejected the non-residential lease contract with the estate of Rafael Casanova Orama. The rejection was approved by the court on June 2, 2017 [Dkt. No. 95].

The Deadline for Filing a Proof of Claim Based on a Claim Arising from the Rejection of a Lease or Contract is to be Fixed by the Bankruptcy Court. 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 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.

There are no anticipated tax consequences of the Plan to the Debtor and/or its creditors.

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 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 or allowed for voting purposes and (2) impaired.

In this case, the Plan Proponent believes that classes 1-4 are impaired and that holders of claims in each of these classes are therefore entitled to vote to accept or reject the Plan. The Plan Proponent believes that no classes are unimpaired.

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 unliquidated, 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 July 22, 2017 while the deadline for filing a proof of claim by a governmental entity in this case is August 8, 2017.

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
- holders of claims or equity interests in classes that do not receive or retain any value under the Plan;
- 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 “cram down” 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 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 Nonaccepting Classes

Even if one or more impaired classes reject the Plan, the Court may nonetheless confirm the Plan if the nonaccepting classes are treated in the manner prescribed by § 1129(b) of the Code. A plan that binds nonaccepting classes is commonly referred to as a “cram down” plan. The Code allows the Plan to bind nonaccepting classes of claims or equity interests if it meets all the requirements for consensual confirmation except the voting requirements of § 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 E**.

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, of the Debtor or any successor to the Debtor, unless such liquidation or 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. A summary of the Debtor's periodic operating reports filed since the commencement of the Debtor's bankruptcy case is set forth in **Exhibit C**.

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.

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

V. EFFECT OF CONFIRMATION OF PLAN

A. Discharge of Debtor

Discharge. On the effective date of the Plan, the Debtor shall be discharged from any debt that arose before confirmation of the Plan, subject to the occurrence of the effective date, to the extent specified in § 1141(d)(1)(A) of the Code, except that the Debtor shall not be discharged of any debt (i) imposed by the Plan, (ii) of a kind specified in § 1141(d)(6)(A) if a timely complaint was filed in accordance with Rule 4007(c) of the Federal Rules of Bankruptcy Procedure, or (iii) of a kind specified in § 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 (iii) of the preceding sentence.

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 revoting on 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 modifications after notice and a hearing.

C. Final Decree

Fábrica de Bloques Vega Baja, Inc.
Disclosure Statement

Case No. 17-00965-BKT11
Page 16

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.

RESPECTFULLY SUBMITTED.

In San Juan, Puerto Rico, this 16th day of June, 2017.

Fábrica de Bloques Vega Baja, Inc.
PO Box 86
Vega Baja, PR 00694

s/ Rafael Ivan Casanova Tirado
Rafael Ivan Casanova Tirado
Vice President of Fábrica de Bloques
Vega Baja, Inc.

MRO Attorneys at Law, LLC
Attorneys for Debtor
PO Box 367819
San Juan, PR 00936-7819
Tel. 787-237-7440
Email: mro@prbankruptcy.com
Web: www.prbankruptcy.com

s/ Myrna L. Ruiz-Olmo
USDC-PR No. 223209

s/ Tomás F. Blanco Pérez
USDC-PR No. 304910