

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

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*

Debtors.

PROMESA
Title III

Case No. 17 BK 3283-LTS

(Jointly Administered)

NOTICE OF DEADLINES FOR FILING PROOFS OF CLAIM

**TO ALL CREDITORS OF THE DEBTORS, AND TO OTHER PARTIES IN INTEREST,
PLEASE TAKE NOTICE OF THE FOLLOWING:**

The Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”) has filed voluntary petitions under section 304(a) of *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),¹ initiating Title III cases under PROMESA (each, a “Title III Case” and collectively, the “Title III Cases”) for the debtors listed below (each, a “Debtor” and collectively, the “Debtors”). **You may be a creditor of one of the Debtors, and you may be required to file a proof of claim** (“Proof of Claim”).

A list of the names of the Debtors, their case numbers, and the commencement date of the Debtors’ Title III Cases is as follows:

Title III Cases	Federal Tax ID No.	Case No.	Commencement Date
Commonwealth of Puerto Rico	3481	17 BK 3283	May 3, 2017
Puerto Rico Sales Tax Financing Corporation (“ <u>COFINA</u> ”)	8474	17 BK 3284	May 5, 2017
Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ <u>ERS</u> ”)	9686	17 BK 3566	May 21, 2017
Puerto Rico Highways and Transportation Authority (“ <u>HTA</u> ”)	3808	17 BK 3567	May 21, 2017
Puerto Rico Electric Power Authority (“ <u>PREPA</u> ”)	3747	17 BK 4780	July 2, 2017

¹ PROMESA is codified at 48 U.S.C. §§ 2101-2241.

OVERVIEW – KEY POINTS

- This document is a legal notice concerning the Title III Cases of the Debtors (listed above). This document is being sent to all parties that may be owed money by the Debtors (known as “creditors”).
- **The Overview on this page describes the key terms of this document. Please read the entire document carefully for further details.**
- In a Title III proceeding under PROMESA, creditors may be required to file claim forms stating the amount of money owed to them as of the day the Title III proceeding was filed. This document explains how to file claims.
- **Many creditors in the Title III Cases are not required to file a claim.** This document explains who is required to file a claim and who is not required to file a claim. **Please see Section 2 of this document for a complete list of parties not required to file a claim.**
- **If you are not required to file a claim, you do not need to complete and return a claim form**, and you will still keep your rights to vote on a plan of adjustment and receive payments under the plan. A plan of adjustment is a document that explains how a Debtor proposes to pay the amounts it owes to its creditors. Once filed, this plan will be available for creditors to review. Who gets to vote on the plan will be determined at a later date. The amount you may receive under the plan also will be determined later.
- **If you are required to file a claim against any of the Debtors, you must do so by May 29, 2018 at 4:00 p.m., Atlantic Standard Time.** A form that you may use to file your claim is provided with this document.
- Claims may be filed by (a) electronically filing on the Claims Agent’s website at <https://cases.primeclerk.com/puertorico/EPOC-Index>, or (b) mail or hand delivery to the addresses provided in Section 6 of this document.
- After reading this document, if you require additional information regarding this Notice, you may contact the Claims Agent at (844) 822-9231 (toll free for U.S. and Puerto Rico) or (646) 486-7944 (for international callers), available 10:00 a.m. to 7:00 p.m. (Atlantic Standard Time) (Spanish available), or by email at puertoricoinfo@primeclerk.com. Please note that the people answering the phone number are not able to provide legal advice. If you have questions about your legal rights, including whether you need to file a claim, you should talk to an attorney.

Section 1 – The Bar Dates

On February 15, 2018, the United States District Court for the District of Puerto Rico (the “District Court”) entered an order (the “Bar Date Order”) in the above-captioned Title III Cases in accordance with Bankruptcy Rule 3003(c) fixing the following deadlines to file Proofs of Claim (collectively, the “Bar Dates”):

- (a) **General Bar Date: 4:00 p.m. (Atlantic Standard Time) on May 29, 2018**, is the deadline (the “General Bar Date”) for filing proofs of claim (as defined in Bankruptcy Code section 101(5)), against the Debtors on account of (i) claims arising, or deemed to have arisen, prior to the respective commencement dates for their Title III Cases, including, for the avoidance of doubt, bond claims and claims arising under Bankruptcy Code section 503(b)(9), and (ii) claims asserted by governmental units (as defined in Bankruptcy Code section 101(27));
- (b) **Rejection Bar Date**: Except as otherwise set forth in any order authorizing the rejection of an executory contract or unexpired lease, **4:00 p.m. (Atlantic Standard Time) on the date that is the later of (i) the General Bar Date and (ii) the first business day that is thirty-five (35) calendar days after the entry of an order by the Court authorizing such rejection** is the deadline for a party to any such rejected executory contract or unexpired lease to file proofs of claim relating to the rejection of such contract or lease (the “Rejection Bar Date,” and together with the General Bar Date, the “Bar Dates”); and
- (c) **Bar Date if Creditor List is Amended or Supplemented**: If, after the Bar Date Notice is served, any Debtor (a) amends its respective Creditor List to reduce a claim and/or to change the classification, nature or characterization of a claim, or (b) supplements its respective Creditor List, such Debtor shall give notice of any amendment or supplement to the holders of claims reduced or changed thereby, and advise such holders they shall each have until the **later of (i) the General Bar Date and (ii) thirty-five (35) days from the date of such notice** to file a proof of claim, or an amended proof of claim, if applicable, or be barred from so doing.

As used in this Notice, a “claim,” as defined in section 101(5) of the Bankruptcy Code, whenever arising, includes in each case any claims against any of the Debtors based upon the Debtors’ primary, secondary, direct, indirect, fixed, secured, unsecured, contingent, guaranteed, disputed, undisputed, liquidated, unliquidated, matured, unmatured, legal, or equitable liability or otherwise, including, for the avoidance of doubt, claims arising under section 503(b)(9) of the Bankruptcy Code (each, a “Claim”).

Section 2 – Who Is NOT Required To File a Proof of Claim

THE FACT THAT YOU RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM AGAINST THE DEBTORS OR THAT THE DEBTORS BELIEVE YOU HAVE A CLAIM.

The following persons and entities are not required to file a Proof of Claim on or before the applicable Bar Date:

- A. Allowed Claims: Any person or entity whose claim was previously allowed by an order of this Court entered on or before the applicable Bar Date;
- B. Paid Claims: Any person or entity whose claim was paid in full by a Debtor, including claims paid by a Debtor after the commencement date of its respective Title III Case;
- C. Proofs of Claim Already Filed: Any person or entity who already properly filed a proof of claim, which substantially conforms to the Proof of Claim Form, in these Title III Cases with the Court or the Debtors' claims and noticing agent;
- D. Claims Properly Listed and Categorized on Creditor Lists: Any person or entity whose claim is listed on one of the Creditor Lists and (i) the claim is not listed as "disputed," "contingent," or "unliquidated," (ii) the person or entity does not dispute the amount and nature of the claim as set forth on the applicable Creditor List, and (iii) the person or entity does not dispute that the claim is an obligation of the subject Debtor;
- E. PREPA Customers: Customers of PREPA in connection with the disposition of their deposits or any individual billing or service disputes; provided, however, that any such holder must assert a claim not otherwise excepted from filing a proof of claim by Paragraphs A. through O. of this Section by filing a proof of claim with respect to such other claim on or before the General Bar Date to avoid disallowance of such other claim;
- F. Pension Claims: With respect to pension benefits and any and all other post-retirement benefits, any retiree, active employee, and former employee of a Title III Debtor (including any former employee of a Title III Debtor receiving early pension, financial incentive, or other benefits provided under Act No. 70-2010 or Act No. 211-2015 or similar laws or programs), or any person who is or was a participant in a pension plan administered by a Title III Debtor, and any beneficiary of any the foregoing persons; provided, however, that any such holder must assert a claim not otherwise excepted from filing a proof of claim by Paragraphs A. through O. of this Section by filing a proof of claim with respect to such other claim on or before the General Bar Date to avoid disallowance of such other claim;
- G. Union or Non-Union Employee Claims: Any union-represented or non-union represented employee, furloughed employee, or former employee for compensation and employment benefits, including, without limitation, wages, salaries, employee medical benefits and/or insurance benefits or workers' compensation claims ("Compensation Claims"); provided, however, that Compensation Claims shall not include claims asserted or to be asserted in any lawsuit or administrative proceeding based on tort or non-employment-related common law, statutory law, or regulation even where such claims assert as damages an entitlement to wages, salaries, employee medical benefits and/or insurance benefits;

- H. Individual Union Members' Claims: Any person or entity that holds a claim limited to obligations due under their respective collective bargaining agreements, including, but not limited to, grievances, or claims arising from their current or former employment relationship with the Commonwealth; provided, however, that any such holder must assert (i) a claim not otherwise excepted from filing a proof of claim by Paragraphs A. through O. of this Section, or (ii) a claim for a grievance that has been resolved and liquidated by settlement or arbitration award as of February 28, 2018, by filing a proof of claim with respect to such other claim on or before the General Bar Date to avoid disallowance of such other claim;
- I. Individual Bondholder Claims Arising From Bonds That Do Not Have an Indenture Trustee, Fiscal Agent, or Similar Agent or Nominee: Any person or entity that holds a claim that is limited to the repayment of principal, interest and such other amounts that may arise under the respective trust agreement or bond document that does not provide for an indenture trustee, fiscal agent, or similar agent or nominee that could file a Master Proof of Claim; provided, however, that any such holder must assert a claim not otherwise excepted from filing a proof of claim by Paragraphs A. through O. of this Section by filing a proof of claim with respect to such other claim on or before the General Bar Date to avoid disallowance of such other claim;
- J. Individual Bondholder Claims Covered by Timely Filed Bond Master Proof of Claim: Any person or entity that holds a claim that is limited to the repayment of principal, interest and other fees and expenses, to the extent the relevant indenture trustee, fiscal agent, or similar agent or nominee files a Bond Debt Master Proof of Claim against the relevant Debtor on or before the General Bar Date on account of all bond claims against the relevant Debtor under the respective trust agreement or bond document; provided, however, that any such holder must assert a claim not otherwise excepted from filing a proof of claim by Paragraphs A. through O. of this Section by filing a proof of claim with respect to such other claim on or before the General Bar Date to avoid disallowance of such other claim;
- K. Individual Credit Agreement Lender Claims: Any person or entity that holds a claim that is limited to the repayment of principal, interest and other fees and expenses, to the extent the relevant agent, if such agent exists, files a Credit Agreement Master Proof of Claim against the relevant Debtor on or before the General Bar Date on account of all lender claims against the relevant Debtor under the respective credit agreement; provided, however, that any such holder must assert a claim not otherwise excepted from filing a proof of claim by Paragraphs A. through O. of this Section by filing a proof of claim with respect to such other claim on or before the General Bar Date to avoid disallowance of such other claim;
- L. Inter-Governmental Claims: (i) Any municipality, department, or agency of the Commonwealth that is not a Debtor or "covered territorial instrumentality" (as defined in PROMESA) asserting a claim against a Debtor in an amount less than \$200 million, or (ii) any Debtor or "covered territorial instrumentality". For the avoidance of doubt, any entity described in the foregoing clause (i) asserting a claim against a Debtor equal to or greater than \$200 million must file a proof of claim with respect to such claim on or before the General Bar Date to avoid disallowance of such claim;

- M. Administrative Expenses: Any holder of a claim allowable under Bankruptcy Code sections 503(b) and 507(a)(2) as an administrative expense (**other** than a claim under Bankruptcy Code section 503(b)(9));
- N. Proofs of Claim with Separate Deadlines: Any holder of a claim for which a separate deadline is or has been fixed by this Court; and
- O. Professionals' Administrative Claims: Professionals who assert administrative claims for fees and expenses subject to the Court's approval pursuant to PROMESA section 316;

provided, however, that, should the District Court fix a date by which the Claims described in Paragraphs A. through O. above must be filed, you will be notified of such bar date at the appropriate time.

Section 3 – Who MUST File a Proof of Claim

You **MUST** file a **Proof of Claim** to vote on any plan of adjustment filed by the Oversight Board on behalf of the Debtors or to share in any distributions from the Debtors if you have a Claim that arose prior to the commencement dates and it is not one of the types of Claims described in Paragraphs A. through O. in Section 2 above.

A holder of a possible Claim against the Debtors should consult an attorney if such holder has any questions regarding this Notice, including whether the holder should file a Proof of Claim.

Section 4 – Consequences of Failure to File a Proof of Claim by the Applicable Bar Date

ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN PARAGRAPHS A. THROUGH O. IN SECTION 2 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM WILL BE FOREVER BARRED (UNLESS OTHERWISE ORDERED BY THE COURT) FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS, FROM VOTING ON ANY PLAN OF ADJUSTMENT FILED IN THESE TITLE III CASES, AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THESE TITLE III CASES ON ACCOUNT OF SUCH CLAIM.

Section 5 – What to File

IF YOU ARE ASSERTING A CLAIM AGAINST MORE THAN ONE DEBTOR, SEPARATE PROOFS OF CLAIM MUST BE FILED AGAINST EACH SUCH DEBTOR AND YOU MUST IDENTIFY ON YOUR PROOF OF CLAIM THE SPECIFIC DEBTOR AGAINST WHICH YOUR CLAIM IS ASSERTED AND THE CASE NUMBER OF THAT DEBTOR'S TITLE III CASE.

Each Proof of Claim, to be properly filed pursuant to this Notice, shall: (i) be written in English or Spanish; (ii) be denominated in lawful currency of the United States as of the relevant Title III Case commencement date; (iii) set forth with specificity the legal and factual basis for the asserted claim; (iv) include a copy of the supporting documentation (or, if such documentation is voluminous, you must attach a summary of such documentation) or an explanation as to why such documentation is not available, with such documentation, summary, or explanation being provided in English or Spanish; (v) include an original or electronic signature of the claimant or an authorized agent of the

claimant; and (vi) substantially conform to the Proof of Claim Form approved by the Bar Date Order. If you file a summary of the supporting documentation because they are voluminous, you must transmit the supporting documentation to (a) the Claims Agent and (b) the applicable Debtor within ten days after the date of a written request by the Debtors for such documents.

The Proof of Claim Form can be obtained, as well as filed, on the website established and maintained by the Claims Agent at <https://cases.primeclerk.com/puertorico/>.

Section 6 – Where and How to File

All Proofs of Claim, except as otherwise provided for or specifically excepted in Section 2 above, shall be filed with the claims and noticing agent, Prime Clerk LLC (the “Claims Agent”) pursuant to the procedures provided herein **so as to actually be received** on or before the applicable Bar Date, depending upon the nature of the Claim.

Proofs of Claim may be filed through any of the following methods:

- (i) completing the electronic Proof of Claim on the Claims Agent’s website at <https://cases.primeclerk.com/puertorico/EPOC-Index>,
- (ii) if delivered **by first class mail**, at the following address: Commonwealth of Puerto Rico, Claims Processing Center, c/o Prime Clerk LLC, Grand Central Station, PO Box 4708, New York, NY 10163-4708,
- (iii) if **by overnight courier**, at the following address: Commonwealth of Puerto Rico, Claims Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232, or
- (iv) if **by hand delivery**, at any of the following locations: (a) Commonwealth of Puerto Rico, Claims Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232, or (b) the following locations in the Commonwealth, available during the listed dates and times:

Locations in the Commonwealth Accepting Proofs of Claim by Hand Delivery All locations are available from February 27, 2018 to May 29, 2018 (except weekends and Court Holidays)	
Address	Hours (AST)
José V. Toledo Federal Building & US Courthouse Clerk’s Office 300 Recinto Sur Street San Juan, PR 00901	M-F 8:00 a. m. to 5:00 p. m.
Federico Degetau Federal Building and Clemente Ruiz Nazario U.S. Courthouse Clerk’s Office 150 Carlos Chardón Street, San Juan, Puerto Rico, 00918-1767	M-F 8:30 a. m. to 4:30 p. m.

**Locations in the Commonwealth
Accepting Proofs of Claim by Hand Delivery**

All locations are available from February 27, 2018 to May 29, 2018
(except weekends and Court Holidays)

Address	Hours (AST)
MCS Building, Suite 222 A Bankruptcy Court Clerk's Office 880 Tito Castro Avenue Ponce, PR 00716-4732	M-F 8:00 a. m. to 5:00 p. m.
Aerotek Añasco Bianca Convention Center Carr 2 KM 143, Suite 3 Añasco, PR 00610	M-F 8:30 a. m. to 5:00 p. m.
Oceana HUB Center 2 Calle Acerina Caguas, PR 00725	M-F 8:30 a. m. to 5:00 p. m.
CoSpazio 53 Calle Las Palmeras, 4th Floor San Juan, PR 00901	M-F 8:30 a. m. to 5:00 p. m.

Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission will **not** be accepted; provided, however, they may be submitted through Prime Clerk's website: <https://cases.primeclerk.com/puertorico/EPOC-Index>.

Section 7 – Additional Information

The Debtors' Creditor Lists and the Bar Date Order may be downloaded and examined free of charge from the Claims Agent website, <https://cases.primeclerk.com/puertorico/>. Any creditor that relies on the Debtors' Creditor Lists bears responsibility for determining that its Claim is accurately listed therein.

If you require additional information regarding this Notice, you may contact the Claims Agent at (844) 822-9231 (toll free for U.S. and Puerto Rico) or (646) 486-7944 (for international callers), available 10:00 a.m. to 7:00 p.m. (Atlantic Standard Time) (Spanish available), or by email at puertoricoinfo@primeclerk.com.

Additional information regarding the claims filing process is also available on the website for the statutory creditors' committee appointed in the Title III cases at www.creditorspr.com, www.prcreditorscommittee.com, or www.comitedeacrededoresdePR.com.

Dated: February 15, 2018