JS 44 (Rev. 08/16)

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. *(SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)*

I. (a) PLAINTIFFS

Puerto Rico Highways and Transportation Authority (HTA) (Title III Debtor)

(b) County of Residence of First Listed Plaintiff _____
(EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorneys *(Firm Name, Address, and Telephone Number)*

Proskauer Rose LLP, 11 Times Square, New York, NY 10036 (Tel. 212-969-3000) and O'Neill & Borges LLC, Suite 800, 250 Muñoz Rivera Ave., San Juan, PR 00918-1813 (Tel. 787-764-8181)

DEFENDANTS

County of Residence of First Listed Defendant _____
(IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.

Attorneys *(If Known)*

II. BASIS OF JURISDICTION *(Place an "X" in One Box Only)*

- ☐ 1 U.S. Government Plaintiff
- ☒ 3 Federal Question *(U.S. Government Not a Party)*
- ☐ 2 U.S. Government Defendant
- ☐ 4 Diversity *(Indicate Citizenship of Parties in Item III)*

III. CITIZENSHIP OF PRINCIPAL PARTIES *(Place an "X" in One Box for Plaintiff and One Box for Defendant)*

(For Diversity Cases Only)

	PTF	DEF		PTF	DEF
Citizen of This State	☐ 1	☐ 1	Incorporated *or* Principal Place of Business In This State	☐ 4	☐ 4
Citizen of Another State	☐ 2	☐ 2	Incorporated *and* Principal Place of Business In Another State	☐ 5	☐ 5
Citizen or Subject of a Foreign Country	☐ 3	☐ 3	Foreign Nation	☐ 6	☐ 6

IV. NATURE OF SUIT *(Place an "X" in One Box Only)*

Click here for: Nature of Suit Code Descriptions.

CONTRACT
- ☐ 110 Insurance
- ☐ 120 Marine
- ☐ 130 Miller Act
- ☐ 140 Negotiable Instrument
- ☐ 150 Recovery of Overpayment & Enforcement of Judgment
- ☐ 151 Medicare Act
- ☐ 152 Recovery of Defaulted Student Loans (Excludes Veterans)
- ☐ 153 Recovery of Overpayment of Veteran's Benefits
- ☐ 160 Stockholders' Suits
- ☐ 190 Other Contract
- ☐ 195 Contract Product Liability
- ☐ 196 Franchise

REAL PROPERTY
- ☐ 210 Land Condemnation
- ☐ 220 Foreclosure
- ☐ 230 Rent Lease & Ejectment
- ☐ 240 Torts to Land
- ☐ 245 Tort Product Liability
- ☐ 290 All Other Real Property

TORTS

PERSONAL INJURY
- ☐ 310 Airplane
- ☐ 315 Airplane Product Liability
- ☐ 320 Assault, Libel & Slander
- ☐ 330 Federal Employers' Liability
- ☐ 340 Marine
- ☐ 345 Marine Product Liability
- ☐ 350 Motor Vehicle
- ☐ 355 Motor Vehicle Product Liability
- ☐ 360 Other Personal Injury
- ☐ 362 Personal Injury - Medical Malpractice

PERSONAL INJURY
- ☐ 365 Personal Injury - Product Liability
- ☐ 367 Health Care/ Pharmaceutical Personal Injury Product Liability
- ☐ 368 Asbestos Personal Injury Product Liability

PERSONAL PROPERTY
- ☐ 370 Other Fraud
- ☐ 371 Truth in Lending
- ☐ 380 Other Personal Property Damage
- ☐ 385 Property Damage Product Liability

CIVIL RIGHTS
- ☐ 440 Other Civil Rights
- ☐ 441 Voting
- ☐ 442 Employment
- ☐ 443 Housing/ Accommodations
- ☐ 445 Amer. w/Disabilities - Employment
- ☐ 446 Amer. w/Disabilities - Other
- ☐ 448 Education

PRISONER PETITIONS

Habeas Corpus:
- ☐ 463 Alien Detainee
- ☐ 510 Motions to Vacate Sentence
- ☐ 530 General
- ☐ 535 Death Penalty

Other:
- ☐ 540 Mandamus & Other
- ☐ 550 Civil Rights
- ☐ 555 Prison Condition
- ☐ 560 Civil Detainee - Conditions of Confinement

FORFEITURE/PENALTY
- ☐ 625 Drug Related Seizure of Property 21 USC 881
- ☐ 690 Other

LABOR
- ☐ 710 Fair Labor Standards Act
- ☐ 720 Labor/Management Relations
- ☐ 740 Railway Labor Act
- ☐ 751 Family and Medical Leave Act
- ☐ 790 Other Labor Litigation
- ☐ 791 Employee Retirement Income Security Act

IMMIGRATION
- ☐ 462 Naturalization Application
- ☐ 465 Other Immigration Actions

BANKRUPTCY
- ☐ 422 Appeal 28 USC 158
- ☐ 423 Withdrawal 28 USC 157

PROPERTY RIGHTS
- ☐ 820 Copyrights
- ☐ 830 Patent
- ☐ 840 Trademark

SOCIAL SECURITY
- ☐ 861 HIA (1395ff)
- ☐ 862 Black Lung (923)
- ☐ 863 DIWC/DIWW (405(g))
- ☐ 864 SSID Title XVI
- ☐ 865 RSI (405(g))

FEDERAL TAX SUITS
- ☐ 870 Taxes (U.S. Plaintiff or Defendant)
- ☐ 871 IRS—Third Party 26 USC 7609

OTHER STATUTES
- ☐ 375 False Claims Act
- ☐ 376 Qui Tam (31 USC 3729(a))
- ☐ 400 State Reapportionment
- ☐ 410 Antitrust
- ☐ 430 Banks and Banking
- ☐ 450 Commerce
- ☐ 460 Deportation
- ☐ 470 Racketeer Influenced and Corrupt Organizations
- ☐ 480 Consumer Credit
- ☐ 490 Cable/Sat TV
- ☐ 850 Securities/Commodities/ Exchange
- ☒ 890 Other Statutory Actions
- ☐ 891 Agricultural Acts
- ☐ 893 Environmental Matters
- ☐ 895 Freedom of Information Act
- ☐ 896 Arbitration
- ☐ 899 Administrative Procedure Act/Review or Appeal of Agency Decision
- ☐ 950 Constitutionality of State Statutes

V. ORIGIN *(Place an "X" in One Box Only)*

☒ 1 Original Proceeding ☐ 2 Removed from State Court ☐ 3 Remanded from Appellate Court ☐ 4 Reinstated or Reopened ☐ 5 Transferred from Another District *(specify)* ☐ 6 Multidistrict Litigation - Transfer ☐ 8 Multidistrict Litigation - Direct File

VI. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing *(Do not cite jurisdictional statutes unless diversity)*:
48 U.S.C. Secs. 2101-2241

Brief description of cause:
Title III Case under the Puerto Rico Oversight, Management and Economic Stability Act - 48 U.S.C.A. Secs. 2101 e

VII. REQUESTED IN COMPLAINT:

☐ CHECK IF THIS IS A **CLASS ACTION** UNDER RULE 23, F.R.Cv.P.

DEMAND $

CHECK YES only if demanded in complaint:
JURY DEMAND: ☐ Yes ☐ No

VIII. RELATED CASE(S) IF ANY

(See instructions): JUDGE _____ DOCKET NUMBER _____

DATE
May 21, 2017

SIGNATURE OF ATTORNEY OF RECORD
Hermann D. Bauer Alvarez

FOR OFFICE USE ONLY

RECEIPT # _____ AMOUNT _____ APPLYING IFP _____ JUDGE _____ MAG. JUDGE _____

INSTRUCTIONS FOR ATTORNEYS COMPLETING CIVIL COVER SHEET FORM JS 44

Authority For Civil Cover Sheet

The JS 44 civil cover sheet and the information contained herein neither replaces nor supplements the filings and service of pleading or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. Consequently, a civil cover sheet is submitted to the Clerk of Court for each civil complaint filed. The attorney filing a case should complete the form as follows:

I.(a) **Plaintiffs-Defendants.** Enter names (last, first, middle initial) of plaintiff and defendant. If the plaintiff or defendant is a government agency, use only the full name or standard abbreviations. If the plaintiff or defendant is an official within a government agency, identify first the agency and then the official, giving both name and title.

(b) **County of Residence.** For each civil case filed, except U.S. plaintiff cases, enter the name of the county where the first listed plaintiff resides at the time of filing. In U.S. plaintiff cases, enter the name of the county in which the first listed defendant resides at the time of filing. (NOTE: In land condemnation cases, the county of residence of the "defendant" is the location of the tract of land involved.)

(c) **Attorneys.** Enter the firm name, address, telephone number, and attorney of record. If there are several attorneys, list them on an attachment, noting in this section "(see attachment)".

II. **Jurisdiction.** The basis of jurisdiction is set forth under Rule 8(a), F.R.Cv.P., which requires that jurisdictions be shown in pleadings. Place an "X" in one of the boxes. If there is more than one basis of jurisdiction, precedence is given in the order shown below.
United States plaintiff. (1) Jurisdiction based on 28 U.S.C. 1345 and 1348. Suits by agencies and officers of the United States are included here.
United States defendant. (2) When the plaintiff is suing the United States, its officers or agencies, place an "X" in this box.
Federal question. (3) This refers to suits under 28 U.S.C. 1331, where jurisdiction arises under the Constitution of the United States, an amendment to the Constitution, an act of Congress or a treaty of the United States. In cases where the U.S. is a party, the U.S. plaintiff or defendant code takes precedence, and box 1 or 2 should be marked.
Diversity of citizenship. (4) This refers to suits under 28 U.S.C. 1332, where parties are citizens of different states. When Box 4 is checked, the citizenship of the different parties must be checked. (See Section III below; **NOTE: federal question actions take precedence over diversity cases.**)

III. **Residence (citizenship) of Principal Parties.** This section of the JS 44 is to be completed if diversity of citizenship was indicated above. Mark this section for each principal party.

IV. Nature of Suit. Place an "X" in the appropriate box. If there are multiple nature of suit codes associated with the case, pick the nature of suit code that is most applicable. Click here for: Nature of Suit Code Descriptions.

V. **Origin.** Place an "X" in one of the seven boxes.
Original Proceedings. (1) Cases which originate in the United States district courts.
Removed from State Court. (2) Proceedings initiated in state courts may be removed to the district courts under Title 28 U.S.C., Section 1441. When the petition for removal is granted, check this box.
Remanded from Appellate Court. (3) Check this box for cases remanded to the district court for further action. Use the date of remand as the filing date.
Reinstated or Reopened. (4) Check this box for cases reinstated or reopened in the district court. Use the reopening date as the filing date.
Transferred from Another District. (5) For cases transferred under Title 28 U.S.C. Section 1404(a). Do not use this for within district transfers or multidistrict litigation transfers.
Multidistrict Litigation – Transfer. (6) Check this box when a multidistrict case is transferred into the district under authority of Title 28 U.S.C. Section 1407.
Multidistrict Litigation – Direct File. (8) Check this box when a multidistrict case is filed in the same district as the Master MDL docket.
PLEASE NOTE THAT THERE IS NOT AN ORIGIN CODE 7. Origin Code 7 was used for historical records and is no longer relevant due to changes in statue.

VI. **Cause of Action.** Report the civil statute directly related to the cause of action and give a brief description of the cause. **Do not cite jurisdictional statutes unless diversity.** Example: U.S. Civil Statute: 47 USC 553 Brief Description: Unauthorized reception of cable service

VII. **Requested in Complaint.** Class Action. Place an "X" in this box if you are filing a class action under Rule 23, F.R.Cv.P.
Demand. In this space enter the actual dollar amount being demanded or indicate other demand, such as a preliminary injunction.
Jury Demand. Check the appropriate box to indicate whether or not a jury is being demanded.

VIII. **Related Cases.** This section of the JS 44 is used to reference related pending cases, if any. If there are related pending cases, insert the docket numbers and the corresponding judge names for such cases.

Date and Attorney Signature. Date and sign the civil cover sheet.

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

CATEGORY SHEET

You must accompany your complaint with this Category Sheet, and the Civil Cover Sheet (JS-44).

Attorney Name (Last, First, MI): Bauer Alvarez, Hermann D

USDC-PR Bar Number: 215205

Email Address: hermann.bauer@oneillborges.com

1. Title (caption) of the Case (provide only the names of the first party on each side):

   Plaintiff: In re Puerto Rico Highways and Transportation Authority (HTA)

   Defendant:

2. Indicate the category to which this case belongs:

   - [x] Ordinary Civil Case
   - [ ] Social Security
   - [ ] Banking
   - [ ] Injunction

3. Indicate the title and number of related cases (if any).

4. Has a prior action between the same parties and based on the same claim ever been filed before this Court?

   - [ ] Yes
   - [x] No

5. Is this case required to be heard and determined by a district court of three judges pursuant to 28 U.S.C. § 2284?

   - [ ] Yes
   - [x] No

6. Does this case question the constitutionality of a state statute? (See, Fed.R.Civ. P. 24)

   - [ ] Yes
   - [x] No

Date Submitted: May 21, 2017

rev. Dec. 2009

Print Form Reset Form

Fill in this information to identify the case:

United States District Court for the:
District of Puerto Rico

Case number (*If known*): _____(PROMESA Title III)

☐ Check if this is an amended filing

Title III Petition for Covered Territory or Covered Instrumentality

This form is designed to comply with section 304(a) of Puerto Rico Oversight, Management, and Economic Stability Act, 48 U.S.C. § 2164 ("PROMESA").

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the Debtor's name and the case number (if known).

1. **Debtor's name**

Puerto Rico Highways and Transportation Authority (HTA)

2. **All other names Debtor used in the last 8 years**

Include any assumed names, trade names, and *doing business as* names

Autoridad de Carreteras y Transportación (ACT)

3. **Debtor's address**

Principal place of business

P.O. Box 41269, Minillas Station
Number Street

San Juan, PR 00940-1269
City State ZIP Code

County

Address for Financial Oversight and Management Board for Puerto Rico, as Representative of Debtor per PROMESA § 315

Jacob Javits Federal Bldg., 26 Federal Plaza
Number Street

Room 2-128, Attn: Jaime El Koury
P.O. Box

New York, NY 10278
City State ZIP Code

4. **Debtor's website** (URL)

http://www.gdb-pur.com/investors_resources/puerto-rico-transportation-highway.html; http://www.dtop.gov.pr/carretera/index.asp

Financial Oversight and Management Board website (URL)

https://juntasupervision.pr.gov/index.php/en/home/

5. **Type of Title III Debtor**

☐ Covered Territory (as defined in PROMESA § 5(8))
☒ Covered Territorial Instrumentality (as defined in PROMESA § 5(7))

6. **Are any Title III or Title VI cases pending or being filed by an affiliate of the Debtor?**

List all cases. If more than 1, attach a separate list.

☐ No.
☒ Yes Debtor See attached Exhibit 1 Relationship _____

District _____ When _____
MM / DD / YYYY

Case number, if known _____

7. **Why is the Title III case filed in *this District*?**

Check all that apply:

☒ This is the United States District Court for the covered territory or covered territorial instrumentality, as applicable (PROMESA § 307(a))

☐ This is the United States District Court for the jurisdiction in which the Oversight Board maintains an office that is located outside of the territory (PROMESA § 307(b))

☐ Territory does not have a district court (U.S. District Court of Hawaii only) (PROMESA § 307(a))

Debtor HTA Name Case number (if known)

Request for Relief, Declaration, and Signatures

8. Declaration and signature of Financial Oversight and Management Board for Puerto Rico as Representative of Debtor per PROMESA § 315.

☒ The Debtor requests relief in accordance with Title III of PROMESA

☒ I have been authorized to file this petition on behalf of the Financial Oversight and Management Board for Puerto Rico.

☒ I have examined the information in this petition and the documents attached to this petition as listed below and have a reasonable belief that the information is true and correct.

☒ *Schedule A:* Certification of Resolutions Adopted by the Financial Oversight and Management Board for Puerto Rico Pursuant to PROMESA §§ 104(j) and 208(a).

☒ *Schedule B:* List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 5/21/2017
MM / DD / YYYY

X _____ Jaime El Koury
Signature Printed name

Title General Counsel

Signature of Attorney for Financial Oversight and Management Board for Puerto Rico as Representative of Debtor per PROMESA § 315

X _____ Date 5/21/2012
Signature MM / DD / YYYY

Martin J. Bienenstock *(pro hac vice pending)*
Printed name

Proskauer Rose LLP
Firm name

11 Times Square
Number Street

New York NY 10036
City State ZIP Code

212.969.3000 mbienenstock@proskauer.com
Contact phone Email address

1542554 NY
Bar number State

Signature of Attorney for Financial Oversight and Management Board for Puerto Rico as representative of Debtor per PROMESA § 315

X _____ Date 5 21 2017
Signature MM / DD / YYYY

Hermann D. Bauer-Alvarez
Printed name

O'Neill & Borges LLC
Firm name

American International Plaza, 250 Muñoz Rivera Avenue, Ste. 800
Number Street

San Juan, Puerto Rico 00918-1813
City State ZIP Code

787-282-5723 Hermann.Bauer@oneillborges.com
Contact phone Email address

215 205, Puerto Rico
Bar number State

Exhibit 1

List of Title III Cases Pending or Being Filed by an Affiliate

A. Pending Cases:

1. Commonwealth of Puerto Rico, Title III Case No. 17-cv-01578-LTS (now docketed at 17-BK-3283-LTS). Court: U.S. District Court for the District of Puerto Rico. Petition Date: May 3, 2017

2. Puerto Rico Sales Tax Financing Corporation (COFINA). Title III Case No. 17-cv-01599-LTS (now docketed at 17-BK-3284-LTS). Court: U.S. District Court for the District of Puerto Rico. Petition Date: May 5, 2017

B. Cases Being filed Contemporaneously with the Instant Case:

On the date hereof, each of the entities listed below, which includes the Debtor in the instant Title III case, is filing a voluntary petition for relief under Title III of the Puerto Rico Oversight, Management, and Economic Stability Act ("PROMESA") in the United States District Court for the District of Puerto Rico (the "Court").

3. Employees Retirement System of the Government of the Commonwealth of Puerto Rico (ERS)

4. Puerto Rico Highways and Transportation Authority (HTA)

Schedule A

Certification of Resolutions Adopted by the Financial Oversight and Management Board

CERTIFICATION OF RESOLUTIONS ADOPTED BY THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO BY UNANIMOUS WRITTEN CONSENT

(Puerto Rico Highways and Transportation Authority (HTA))

I, the undersigned, General Counsel of the Financial Oversight and Management Board for Puerto Rico (the "Oversight Board"), do hereby certify that (i) attached is a true and correct copy of the resolutions of the Oversight Board adopted on May 21, 2017 by Unanimous Written Consent, and (ii) such resolutions have not been modified or rescinded, and remain in full force and effect.

By: _____
Name: Jaime A. El Koury
Title: General Counsel
Date: May 21, 2017

FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO

UNANIMOUS WRITTEN CONSENT APPROVING AND ISSUING CERTIFICATIONS PURSUANT TO SECTIONS 104 AND 206 OF PROMESA FOR THE PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY (HTA)

WHEREAS on June 30, 2016, the federal Puerto Rico Oversight, Management, and Economic Stability Act ("PROMESA")[1] was enacted; and

WHEREAS Section 101 of PROMESA created the Financial Oversight and Management Board for Puerto Rico (the "Oversight Board"); and

WHEREAS on September 30, 2016, the Puerto Rico Highways and Transportation Authority ("HTA") was designated by the Oversight Board as a Covered Territorial Instrumentality pursuant to Section 101(d)(1)(A) of PROMESA; and

WHEREAS the Oversight Board has been advised that HTA desires to effect a plan to adjust its debt pursuant to Title III of PROMESA; and

WHEREAS in connection with the commencement of a Title III case for HTA, the Oversight Board is required (i) pursuant to Section 206 of PROMESA, to make certain Restructuring Determinations (as defined below) and to issue a restructuring certification as to such determinations, and (ii) pursuant to Section 104(j) of PROMESA, to certify the filing by HTA of a voluntary petition under Title III of PROMESA; and

WHEREAS following discussions with HTA and its legal and financial advisors, and after consultation with the Oversight Board's legal and financial advisors, and following extensive deliberation, the Oversight Board has determined, in its sole discretion, that (1) HTA has made good-faith efforts to reach a consensual restructuring with creditors; (2) HTA has adopted procedures necessary to deliver timely audited financial statements and made public draft financial statements and other information sufficient for any interested person to make an informed decision with respect to a possible restructuring; (3) HTA is a Covered Territorial Instrumentality that is subject to a Territory Fiscal Plan certified by the Oversight Board; and (4) no order approving a Qualifying Modification under Section 601 of PROMESA has been entered with respect to HTA (the foregoing determinations, the "Restructuring Determinations"); and

[1] Capitalized terms used but not defined herein have the definitions given to them in PROMESA.

WHEREAS following discussions with HTA and its legal and financial advisors, and after consultation with the Oversight Board's legal and financial advisors, and following extensive deliberation, the Oversight Board has determined it is necessary and appropriate in order to protect the residents of Puerto Rico, and in the best interests of the creditors of HTA, for a voluntary petition under Title III of PROMESA to be filed for HTA in the United States District Court for the District of Puerto Rico (the "District Court"); and

WHEREAS it is the Oversight Board's intention in making its determinations in connection with such Title III filing (1) that such filing should not preclude efforts to implement consensual debt restructurings if possible and practicable, and (2) to continue negotiations with the creditors of HTA with a view to implementing consensual debt restructurings to the extent possible and appropriate;

NOW, THEREFORE, IT IS HEREBY RESOLVED that the Oversight Board approves and certifies the Restructuring Determinations pursuant to section 206 of PROMESA; and it is further

RESOLVED that, pursuant to section 104(j) of PROMESA, the Oversight Board approves and certifies the filing in the District Court of a voluntary petition under Title III of PROMESA for HTA at such time as the Chair or Executive Director of the Oversight Board determines to be appropriate; and it is further

RESOLVED that, for the avoidance of doubt, these resolutions shall constitute (i) the restructuring certificate required to be issued by the Oversight Board pursuant to Section 206 of PROMESA, and (ii) the certification required to be issued by the Oversight Board for the filing of a Title III petition for HTA pursuant to Section 104(j) of PROMESA; and it is further

RESOLVED that the Executive Director, General Counsel and any other officer of the Oversight Board now or hereafter appointed by the Oversight Board (each, an "Authorized Officer") shall be, and each hereby is, authorized and empowered to execute and publish (including by attaching a copy thereof to a Title III Petition filed for HTA) a certificate or certificates that certify (i) the Restructuring Determinations of the Oversight Board pursuant to Section 206 of PROMESA, (ii) the filing of a Title III petition for HTA pursuant to Section 104(j) of PROMESA, and (iii) the other approvals and authorizations of the Oversight Board set forth in these resolutions; and it is further

RESOLVED that each Authorized Officer shall be, and each hereby is, authorized and empowered to execute and file in the name and on behalf of Oversight Board, as the "representative" of HTA pursuant to Section 315 of PROMESA, all petitions (including, but not limited to, a Title III petition), schedules, motions, lists, applications, pleadings, affidavits and other papers to be filed in the District Court (and in such other courts of competent jurisdiction as may be applicable), and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers and other

professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with HTA's Title III case.

Dated: May 21, 2017

José B. Carrión, Chair

Dated: May __, 2017

Andrew G. Biggs

Dated: May __, 2017

Carlos M. García

Dated: May __, 2017

Arthur J. González

Dated: May __, 2017

José R. González

Dated: May __, 2017

Ana J. Matosantos

Dated: May __, 2017

David A. Skeel, Jr.

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Dated: May __, 2017

José B. Carrión, Chair

Dated: May 21, 2017

Andrew G. Biggs

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David A. Skeel, Jr.

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Dated: May __, 2017

_____
José B. Carrión, Chair

Dated: May __, 2017

_____
Andrew G. Biggs

Dated: May 21, 2017

_____
Carlos M. García

Dated: May __, 2017

_____
Arthur J. González

Dated: May __, 2017

_____
José R. González

Dated: May __, 2017

_____
Ana J. Matosantos

Dated: May __, 2017

_____
David A. Skeel, Jr.

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Dated: May __, 2017

David A. Skeel, Jr.

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Dated: May __, 2017

José B. Carrión, Chair

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Dated: May __, 2017

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Dated: May __, 2017

_____
José B. Carrión, Chair

Dated: May __, 2017

_____
Andrew G. Biggs

Dated: May __, 2017

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Carlos M. García

Dated: May __, 2017

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Arthur J. González

Dated: May __, 2017

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José R. González

Dated: May 21, 2017

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antos

Dated: May __, 2017

_____
David A. Skeel, Jr.

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Dated: May __, 2017

_____
José B. Carrión, Chair

Dated: May __, 2017

_____
Andrew G. Biggs

Dated: May __, 2017

_____
Carlos M. García

Dated: May __, 2017

_____
Arthur J. González

Dated: May __, 2017

_____
José R. González

Dated: May __, 2017

_____
Ana J. Matosantos

Dated: May 21, 2017

_____
David A. Skeel, Jr.

Schedule B

List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

Case Information

Debtor : Puerto Rico Highways and Transportation Authority

United States District Court for Puerto Rico

Case Number: _____

List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders[1]

	Name of Creditor	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of Claim
1	AUTORIDAD DE ENERGIA ELECTRICA	PO BOX 364267 SAN JUAN, PR 00936-4267 Attn: CYNTHIA MORALES COLON Fax: 787-521-4120 Email: c_morales@aeepr.com	Trade Creditor	N/A	$46,037,043.17
2	ADMINISTRACION SISTEMA DE RETIRO DEL GOBIERNO	EDIFICIO INTENDENTE RAMÍREZ PDA 1 SAN JUAN PR 00905-4515 Attn: CECILE TIRADO Fax: 787-294-1391 Email: mguzman@retiro.pr.gov	Government	N/A	$14,454,532.47
3	SECRETARIO TRIBUNAL DE SAN JUAN	268 AVE MUÑOZ RIVERA SAN JUAN PR 00921 Attn: JOSE SILVA JIMÉNEZ Fax: 787-754-0769 Email: josesilvajimenez@ramajudicial.pr	Government	N/A	$3,559,792.08
4	GILA LLC	METRO OFFICE PARK CALLE 1 BUILDING 3 STE 200 GUAYNABO PR 00968 Attn: LUIS ALBERTO SÁNCHEZ Fax: 787-522-7010 Email: luisalberto.sanchez@gilacorp.com	Trade Debt	N/A	$3,354,906.13
5	FIRST TRANSIT, INC.	MARGINAL AVE MARTINEZ NADAL ESQ PR-19 SAN JUAN PR 00920 Attn: JULIO BADIA Fax: 787-622-6163 Email: julio.badia@firstgroup.com	Trade Debt	N/A	$1,981,901.00
6	AUT EDIFICIOS PÚBLICOS	CENTRO GUBERNAMENTAL MINILLAS EDIF NORTE PISO 17 SAN JUAN PR 00940 Attn: AMILCAR GONZÁLEZ ORTÍZ Fax: 787-724-1533 Email: amgonzalez@aep.pr.gov	Government	N/A	$1,977,922.20
7	FERROVIAL AGROMAN	1250 PONCE DE LEON AVE SAN JOSÉ BUILDING SUITE 901-902 SAN JUAN PR 00907 Attn: MANUEL SANCHEZ PEREIRA Fax: 787-725-5530 Email: msanchez.portugal@ferrovial.com	Trade Debt	N/A	$1,884,822.06
8	DEL VALLE GROUP, S.P.	STATE RD 864 KM 0.6 BO CAMPANILLAS TOA BAJA PR 00949 Attn: RAFAEL A CALDERON Fax: 787-794-3239 Email: rcalderon@delvallegroup.net	Trade Debt	N/A	$1,186,270.07

[1] The Puerto Rico Highways and Transportation Authority reserves all rights to amend or supplement this list from time to time, in all respects, as may be necessary or appropriate. Nothing herein shall be deemed an admission or a waiver of any rights, claims, and defenses.

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9	CONSTRUCTORA I. MELÉNDEZ	15 BETANCES STE 3 SANTA ISABEL PR 00926 Attn: ABIMAEL MELÉNDEZ Fax: 787-645-6475 Email: cimelendez@coqui.net cimoc@coqui.net	Trade Debt	N/A	$961,827.53
10	THE ENIAC CORPORATION	# 27 CALLE GONZÁLEZ GIUSTI 600 ST GUAYNABO PR 00968 Attn: ALBILDA BOSH Fax: 787-793-4255 Email: albilda.bosh@enia-corp.com	Trade Debt	N/A	$512,402.50
11	L.P.C.& D., INC	PO Box 2025 Las Piedras, PR 00771 Attn: JORGE L. GONZÁLEZ CRESPO Fax: 787-733-4808 Email: jorge@lpcdinc.com	Trade Debt	N/A	$458,667.03
12	PUERTO RICO TELEPHONE CO	1515 F.D. ROOSEVELT AVE GUAYNABO PR 00968 Attn: ANA M . BETANCOURT Fax: 787-793-6265 Email: abetancourt@claropr.net	Trade Debt	N/A	$452,087.03
13	TAMRIO INC.	CALLE ROCHERLICE #31 PARQUE INDUSTRIAL DEL OESTE MAYAGUEZ PR 00680 Attn: CLAUDIO TORRES Fax: 787-265-6885 Email: ctorres@tamrio.com	Trade Debt	N/A	$421,994.42
14	SUPER ASPHALT PAVEMENT CORP.	BO CAIMITO CARR 1 KM 18.5 SAN JUAN PR 00926 Attn: PARIDE MAZZA Fax: 787-720-2350 Email: jose@superasphalt.net	Trade Debt	N/A	$311,199.80
15	ACI-HERZOG A JOINT VENTURE	24 ROAD 21 MARTÍNEZ NADAL AVE. GUAYNABO, PR 00966 Attn: LUIS VILLARES Fax: 787-625-0464 Email: luis.villares@aciherzog.com	Trade Debt	N/A	$262,550.18
16	CD BUILDERS, INC	BO CELADA CARR 9945 KM 2.4 GURABO PR 00778 Attn: ISMAEL CARRASQUILLO Fax: 787-737-2143 Email: cdbuilders@live.com	Trade Debt	N/A	$230,544.42
17	BETTERRECYCLING CORP.	MARG 65 DE INF. CALLE ANDES URB MC SAN JUAN PR 00928 Attn: MARISEL RIVERA Fax: 787-282-6408 Email: mrivera@emdi.net	Trade Debt	N/A	$224,908.14
18	BERMUDEZ, LONGO, DIAZ-MASSO,S.E.	CALLE SAN CLAUDIO CARR 845 AVE PRINCIPAL KM 0.5 SAN JUAN PR 00926 Attn: CARMELO DIAZ Fax: 787-760-1230 Email: cdiaz@blbmpr.com	Professional Services	N/A	$195,835.23
19	GLOBAL INSURANCE AGENCY INC	257 CALLE DE RECINTO SUR SAN JUAN PR 00901-1914 Attn: VIVIAN PEREZ Fax: 787-722-4894 Email: vperez@globalinsagency .com	Professional Services		$182,204.62

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20	PEERLESS OIL & CHEMICALS, INC.	671 ROAD 337 PEÑUELAS PR 00624-7513 Attn: SONIA CONCEPCIÓN Email: sonia.concepcion@peerlessoil.com	Trade Debt		$171,590.08