

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

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**ORDER (A) PURSUANT
TO PROMESA SECTION 304(G),
DIRECTING JOINT ADMINISTRATION OF INITIAL
TITLE III CASES AND ADDITIONAL TITLE III CASE, (B)
PURSUANT TO SECTION 105(A) OF THE BANKRUPTCY CODE,
MAKING CERTAIN ORDERS ENTERED IN THE INITIAL TITLE III CASES
APPLICABLE TO THE ADDITIONAL TITLE III CASE, AND (C) PURSUANT
TO SECTION 105(A) OF THE BANKRUPTCY CODE, MAINTAINING THE
EFFECT OF CERTAIN PLEADINGS FILED IN THE ADDITIONAL TITLE III CASE**

Upon the *Motion for Order (a) Pursuant to PROMESA Section 304(g), Directing Joint Administration of Initial Title III Cases and Additional Title III Case, (b) Pursuant to Section 105(a) of the Bankruptcy Code, Making Certain Orders Entered in the Initial Title III Cases Applicable to the Additional Title III Case, and (c) Pursuant to Section 105(a) of the Bankruptcy*

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Code, Maintaining the Effect of Certain Pleadings Filed in the Additional Title III Case (the “Motion”);² and the Court having found it has subject matter jurisdiction over this matter pursuant to PROMESA section 306(a); and it appearing that venue is proper pursuant to PROMESA section 307(a); and the Court having found that the relief requested in the Motion is in the best interests of the Debtors, their creditors, and other parties in interest; and the Court having found that the Debtors provided adequate and appropriate notice of the Motion under the circumstances and that no other or further notice is required; and the Court having reviewed the Motion and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is

HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The above-captioned Title III Cases are consolidated for procedural purposes only and shall be jointly administered by this Court under lead Case No. 17 BK 3283-LTS.
3. The caption of the jointly administered cases shall read as follows:

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Motion.

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

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THE FINANCIAL OVERSIGHT AND
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THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.³

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4. An entry shall be made on the docket of the Additional Debtor’s Title III Case (but not on the docket of the Commonwealth’s Title III Case), substantially as follows:

An order has been entered in accordance with PROMESA section 304(g) and Federal Rule of Bankruptcy Procedure 1015(b), made applicable to this Title III case by PROMESA section 310, directing the procedural consolidation and joint administration of the Title III cases of the Commonwealth of Puerto Rico and its affiliated debtors. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, lead Case No. 17 BK 3283-LTS; provided, however, that if the pleading or other paper relates solely to this Title III case, such pleading shall be filed in both the lead Case No. 17 BK 3283-LTS and this Title III case.

³ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

5. To the extent a party files a motion, pleading, application, objection, reply, response, or other similar court filing (any or all of the foregoing, a “Court Filing”) applicable to fewer than all of the jointly administered Debtors, such party shall supplement the above case caption with a second case caption (positioned immediately underneath the main caption above) with the name(s) of the particular Debtor(s) and respective Title III case number(s) implicated by the party’s Court Filing. If the Court Filing relates only to a particular Debtor or Debtors (other than the Commonwealth), such Court Filing shall be filed in both the lead Case No. 17 BK 3283-LTS and the applicable Title III case(s). A legend shall accompany the second (and any additional) case caption(s) stating that the Court Filing relates only to the applicable Debtors(s), and the pleading shall be filed in both the lead Case No. 17 BK 3283-LTS and the applicable Title III case(s).

6. The Clerk of the United States District Court for the District of Puerto Rico (the “Clerk’s Office”) shall maintain one consolidated docket and one file for each of the Title III Cases. The Clerk’s Office may, for administrative purposes only, maintain the consolidated docket and the dockets of the underlying Title III Cases on the CM/ECF system of the United States Bankruptcy Court for the District of Puerto Rico. The notice, claims, and solicitation agent for the Title III Cases shall maintain one consolidated service list on behalf of the Clerk’s Office.

7. Nothing contained in the Motion or this order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the Debtors’ cases.

8. The Preexisting Jointly Administered Orders, set forth in Schedule A to this Order, and each subsequent order entered on the First Day Pleadings listed on Schedule A hereto are hereby made applicable to the Additional Debtor *nunc pro tunc* to the date of commencement of

the Additional Debtor's Title III case, as if the Additional Debtor were a debtor referred to in said orders, subject to the following modifications:⁴

- The Order Granting Motion for Entry of Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4) [Case No. 17-3283, Docket No. 994] shall apply to the Additional Debtor, provided, however, that, with respect solely to the Additional Debtor, the deadline to assume or reject any nonresidential real property lease be extended to January 28, 2018, with all rights reserved by the Additional Debtor to seek further extensions as contemplated by Bankruptcy Code section 365(d)(4)(B)(ii).
- The Order Authorizing Employment and Payment of Prime Clerk LLC as Solicitation, Notice, and Claims Agent, *Nunc Pro Tunc* to the Petition Dates [Case No. 17-3283, Docket No. 245] shall be extended to incorporate the Additional Debtor's retention of Prime Clerk LLC pursuant to the second amended and restated Engagement Letter attached to the Motion as Exhibit B.⁵

9. The Preexisting PREPA Orders, set forth on Schedule A to this Order, will maintain their effect on the Additional Debtor notwithstanding the joint administration of the Additional Debtor and the Initial Debtors.

10. Notwithstanding any applicability of any Bankruptcy Rule, the terms and conditions of this order shall be immediately effective and enforceable upon its entry.

11. The Debtors and the Oversight Board, as the Debtors' representative, are authorized to take all actions, and to execute all documents, necessary or appropriate, to effectuate the relief granted in this order in accordance with the Motion.

⁴ Where PROMESA or the Bankruptcy Code sets a time frame to be calculated from the petition date, such time will be calculated separately for PREPA from PREPA's Petition Date.

⁵ For the avoidance of doubt, the second amended and restated Engagement Letter attached to the Motion as Exhibit B shall apply to all Debtors as of August 21, 2017 and shall supersede the amended Engagement Letter attached to the Initial Motion, filed under Docket No. 296 in Case No. 17-3283.

12. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this order.

13. This Order resolves docket entry no. 250/17-4780 and 1149/17-3283.

SO ORDERED.

Dated: October 6, 2017

/s/ Laura Taylor Swain
LAURA TAYLOR SWAIN
United States District Judge

Schedule A

Preexisting Jointly Administered Orders

1. Order Pursuant to PROMESA Section 304(g) and Bankruptcy Rule 1015(b) Directing Joint Administration of Title III Cases and Granting Related Relief [Case No. 17-3283, Docket No. 242].
2. Order Authorizing Employment and Payment of Prime Clerk LLC as Solicitation, Notice, and Claims Agent, *Nunc Pro Tunc* to the Petition Dates [Case No. 17-3283, Docket No. 245].
3. Order Granting Motion for Entry of Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4) [Case No. 17-3283, Docket No. 994].

Preexisting PREPA Orders

1. Order Authorizing Employment and Payment of Epiq Bankruptcy Solutions, LLC as Solicitation, Notice, and Claims Agent, *Nunc Pro Tunc* to the Petition Date [Case No. 17-4780, Docket No. 222].
2. Order (a) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service, ((b) Deeming Utilities Adequately Assured of Future Performance, and (c) Establishing Procedures for Determining Adequate Assurance of Payment [Case No. 17-4780, Docket No. 224].
3. Order (a) Fixing Date to File Creditor Matrix and List of Creditors, and (b) Waiving Local Bankruptcy Rule 1007-1 [Case No. 17-4780, Docket No. 225].
4. Any order issued with respect to the Notice of Presentment of Revised Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Case No. 17-4780, Docket No. 239].
5. Any order issued with respect to the Notice of Presentment of Second Revised Proposed Order Regarding PREPA's Motion for Entry of an Order (a) Approving Form of Notice of Commencement of Title III Case and (b) Manner of Service and Publication Thereof [Case No. 17-4780, Docket No. 243].