

**IN THE 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.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**FIRST SUPPLEMENTAL DECLARATION OF
ROBERT GORDON IN SUPPORT OF APPLICATION OF THE
OFFICIAL COMMITTEE OF RETIRED EMPLOYEES OF THE
COMMONWEALTH OF PUERTO RICO FOR ORDER
APPROVING THE EMPLOYMENT OF JENNER & BLOCK LLP**

I, Robert Gordon, hereby declare (this “**First Supplemental Declaration**”) that the following is true and correct to the best of my knowledge, information and belief:

1. On June 16, 2017, the Official Committee of Retired Employees of the Commonwealth of Puerto Rico (the “**Retiree Committee**”) selected Jenner & Block LLP (“**Jenner & Block**”) as its counsel, subject to this Court’s approval.

¹ The Debtors in these jointly-administered PROMESA title III cases (these “**Title III Cases**”), along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are: (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 (Bankruptcy Case No. 17 BK 3284) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (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 (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric and Power Authority (Bankruptcy Case No. 17 BK 4780) (Last Four Digits of Federal Tax ID: 3747).

2. On July 19, 2017, the Retiree Committee filed with the Court its *Application of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico for Order Approving the Employment of Jenner & Block LLP*. (Dkt. No. 670-1, the “**Application.**”) Attached as Exhibit A to the Application is the *Declaration of Robert Gordon in Support of Application of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico for Order Approving the Employment of Jenner & Block LLP*. (Dkt. No. 670-2, the “**Original Declaration.**”)

3. On August 10, 2017, this Court entered an Order approving the Retiree Committee’s employment of Jenner & Block. (Dkt. No. 1002.)

4. In the Original Declaration, I stated that I would amend my declaration upon learning that: (a) any of the representations made therein was incorrect, or (b) there was any change of circumstance relating thereto. Accordingly, I now submit this First Supplemental Declaration to supplement, but not to supersede in any way, the Original Declaration.

5. Through Jenner & Block’s new client intake process, the firm has identified the following new connections:

- a. Jenner & Block has been retained by New York Governor Andrew Cuomo on a pro bono basis to assist the Office of Puerto Rico Governor Ricardo Rosselló in its preparation of a damage assessment and request for federal recovery funding for hurricane recovery efforts.
- b. OZ Management is a Jenner & Block client on one or more unrelated matters.
- c. Microsoft is a Jenner & Block client on one or more unrelated matters.

6. Microsoft became a Jenner & Block client after I filed my Original Declaration. Similarly, Jenner & Block was retained to assist in the preparation of the report to Governor Rosselló after I filed my Original Declaration.

7. I became aware of OZ Management's role in these Title III Cases after I filed my Original Declaration.

8. Based on the foregoing and the information contained in the Original Declaration, I believe that I am, and each Jenner & Block attorney is, a "disinterested person" as that term is defined in 11 U.S.C. § 101(14); that neither I nor any Jenner & Block attorney holds or represents any interest adverse to the Debtors' estates; and that Jenner & Block's attorneys do not represent in other matters parties with any interest adverse to the Debtors' estates, except as otherwise specified in the Original Declaration and this First Supplemental Declaration. Accordingly, I submit that Jenner & Block is not disqualified for employment by the Retiree Committee to represent it in these Title III Cases.

9. I will amend this Declaration promptly upon learning that: (a) any of the representations herein is incorrect, or (b) there is any change of circumstance relating thereto.

I declare under penalty of perjury as provided in 28 U.S.C. § 1746 that the foregoing is true and correct according to the best of my knowledge, information and belief.

Dated: November 13, 2017

/s/ Robert Gordon
Robert Gordon