

<b>United States Bankruptcy Court</b> District of Puerto Rico		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>Unlimited Entertainment Group of San Juan, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>Solid Rock</b>		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>66-0547560</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>1566 Ponce de Leon St. Sector El Cinco                  San Juan, PR</b> <div style="text-align: right;">ZIP CODE 00926</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: <b>San Juan</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>Box 270009                  San Juan, PR</b> <div style="text-align: right;">ZIP CODE 00927</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>		Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <b>Entertainment</b>  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which                  the Petition is Filed</b> (Check <b>one</b> box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).  <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		<b>THIS SPACE IS FOR                  COURT USE ONLY</b>
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

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Des

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s):	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor:	Case Number:	Date Filed:	
District: <b>District of Puerto Rico</b>	Relationship:	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner of the relief that may be obtained under Chapters 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____			
(Name of landlord that obtained judgment)			
_____			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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**Voluntary Petition**

*(This page must be completed and filed in every case.)*

Name of Debtor(s):

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order entered in the bankruptcy court is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

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**Signature of Attorney\***

X /s/ Gerardo L. Santiago Puig

Signature of Attorney for Debtor(s)  
Gerardo L. Santiago Puig

Printed Name of Attorney for Debtor(s)  
Santiago Puig Law Offices

Firm Name  
Doral Bank Plaza Ste 801

Address 33 Resolucion St., San Juan, PR 00920

787-777-8000

Telephone Number  
02/16/2009

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Walter Pierluisi Isern

Signature of Authorized Individual  
Walter Pierluisi Isern

Printed Name of Authorized Individual  
President

Title of Authorized Individual  
02/16/2009

Date

## CORPORATE RESOLUTION

Meeting held at the premises of the Santiago Puig Law Offices at Doral Bank Plaza, Suite 801, 33 Resolución St., San Juan, Puerto Rico.

Director Present:

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Mr. Walter Pierluissi Isern

President -Secretary

After a meeting held at the premises of Santiago Puig Law Offices at Doral Bank Plaza, Suite 801, 33 Resolución St., San Juan, Puerto Rico, February 16, 2009, the Directors of UNLIMITED ENTERTAINMENT GROUP OF SAN JUAN, INC., decided to file a petition for relief under Chapter 11 of the Bankruptcy Code.

In order to file the above-mentioned petition for relief, the Board of Directors has authorized to retain Mr. Gerardo L. Santiago Puig, Esq., as attorney for Debtor, if approved by the Court. Also, the Corporation has authorized Mr. Walter Pierluissi Isern to sign all necessary documents related to the filing.

The petition for relief will be filed on or about February 16, 2009.

After the discussion of the only matter pending, the meeting was closed.



A handwritten signature in black ink, appearing to read "Walter Pierluissi Isern".

WALTER PIERLUISSI ISERN  
Secretary

United States Bankruptcy Court
District of Puerto Rico

IN RE:

Case No.

Unlimited Entertainment Group San Juan

Chapter 11

Debtor(s)

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1 Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept \$
Prior to the filing of this statement I have received \$
Balance Due \$ 0.00

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- 2 The source of the compensation paid to me was: [X] Debtor [ ] Other (specify):
3 The source of compensation to be paid to me is: [X] Debtor [ ] Other (specify):
4 [X] I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
[ ] I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.
5 In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
e. [Other provisions as needed]

6. By agreement with the debtor(s), the above disclosed fee does not include the following services:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

February 16, 2009
Date

/s/ GERARDO L. SANTIAGO PUIG

GERARDO L. SANTIAGO PUIG
Santiago Puig Law Offices, PSC
DORAL BANK PLAZA STE 801 33 RESOLUCION ST.
SAN JUAN, PR 00920
(787) 767-8000 Fax (787) 767-7107
gsantagopug@yahoo.com

IN RE:

Case No. \_\_\_\_\_

Unlimited Entertainment Group San Juan

Chapter 11

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
IRS 7 Tabonuco St. Guaynabo, PR 00968				248,105.62
CRIM Box 195387 San Juan, PR 00919-5387				42,620.22
Departamento Del Trabajo Box 1020 San Juan, PR 00927				34,528.60
AEE Box 70101 San Juan, PR 00936				21,526.77
Julio Minsal Ballester Box 9023926 Old San Juan Station San Juan, PR 00902-3926	Jessica Planell, Esq. Box 9023926 Old San Juan Station San Juan, PR 00902-3926			20,000.00
AAA Box 363508 San Juan, PR 00936-3508				9,215.77
Diaz & Candelaria Box 3266 Carolina, PR 00984				5,800.00
Municipio De San Juan Box 70179 San Juan, PR 00936-8179				4,970.62
T/A Mechanical 500 Paseo Monaco Apt 29 Bayamon, PR 00956				4,588.18
Worldwide Outfitters Box 4399 Sandy, UT 84091-4439				1,891.00
Con Waste Box 13487 San Juan, PR 00908				1,705.50
Cosvi 400 Ave. Americo Miranda Villa Nevarez Rio Piedras, PR 00927-5142	Rafael Moran, Esq. MAI Center Bldg.			1,591.20
Legrand				1,212.39
San Jorge Children Hospital Box 6308 Loiza Station San Juan, PR 00914				342.00

Hospital Auxilio Mutuo Box 191227 San Juan, PR 00919-1227	298.85
Hospital San Gerardo Wiston Churchill 1358 San Juan, PR 00926	295.00
Gilberto Miranda Box 1781 Bayamon, PR 00960-1781	290.00
Hospital Auxilio Mutuo Box 191227 San Juan, PR 00919-1227	267.20
Hospital Auxilio Mutuo Box 191227 San Juan, PR 00919-1227	265.88
Advance Office Electronics Box 4410 Carolina, PR 00984	232.08

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**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, [the president *or* other officer *or* an authorized agent of the corporation][*or* a member *or* an authorized agent of the partnership] named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: February 16, 2009 Signature: /s/ Walter Pierluissi Isern

Walter Pierluissi Isern, President

(Print Name and Title)

IN RE:

Case No. \_\_\_\_\_

Unlimited Entertainment Group San Juan

Chapter 11

Debtor(s)

**VERIFICATION OF CREDITOR MATRIX**

The above named debtor(s) hereby verify(ies) that the attached matrix listing creditors is true to the best of my(our) knowledge.

Date: February 16, 2009

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Signature: /s/ Walter Pierluissi Isern Petition Page 8 of 9  
Walter Pierluissi Isern, President

Debtor

Date: \_\_\_\_\_ Signature: \_\_\_\_\_

Joint Debtor, if any



Unlimited Entertainment Group San Juan  
Box 27009  
San Juan, PR 00927-0009

Departamento Del Trabajo  
Box 1020  
San Juan, PR 00927

Pan Pepin  
Box 100  
Bayamon, PR 00960

GERARDO SANFABRO PUIG  
Santiago Puig Law Offices, PSC  
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Diaz & Candelaria  
Box 3266  
Carolina, PR 00984

Rafael Bosque, Esq.  
Box 22739  
San Juan, PR 00931-2739

AAA  
Box 363508  
San Juan, PR 00936-3508

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Gilberto Miranda  
Box 1781  
Bayamon, PR 00960-1781

San Jorge Children Hospital  
Box 6308 Loiza Station  
San Juan, PR 00914

Advance Office Electronics  
Box 4410  
Carolina, PR 00984

Hospital Auxilio Mutuo  
Box 191227  
San Juan, PR 00919-1227

T/A Mechanical  
500 Paseo Monaco Apt 29  
Bayamon, PR 00956

AEE  
Box 70101  
San Juan, PR 00936

Hospital San Gerardo  
Wiston Churchill 1358  
San Juan, PR 00926

Worldwide Outfitters  
Box 4399  
Sandy, UT 84091-4439

Centro Mas Salud  
Box 21405  
San Juan, PR 00928

IRS  
7 Tabonuco St.  
Guaynabo, PR 00968

Coca Cola  
Box 51985  
Toa Baja, PR 00950-1985

Jessica Planell, Esq.  
Box 9023926 Old San Juan Station  
San Juan, PR 00902-3926

Con Waste  
Box 13487  
San Juan, PR 00908

Julio A. Cedeño Rivera  
RR-3 Box 10913  
Toa Alta, PR 00953

Cosvi  
400 Ave. Americo Miranda Villa Nevarez  
Rio Piedras, PR 00927-5142

Julio Minsal Ballester  
Box 9023926 Old San Juan Station  
San Juan, PR 00902-3926

CRIM  
Box 195387  
San Juan, PR 00919-5387

Municipio De San Juan  
Box 70179  
San Juan, PR 00936-8179