

United States Bankruptcy Court District of Puerto Rico		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): MEGA POWER CORPORATION		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):		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): 66-0534857		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. & Street, City, State & Zip Code): CARR.#2 KM. 56.9 BARCELONETA, PR <div style="text-align: right;">ZIPCODE 00617</div>		Street Address of Joint Debtor (No. & Street, City, State & Zip Code): <div style="text-align: right;">ZIPCODE</div>
County of Residence or of the Principal Place of Business: Barceloneta		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): PMB 302 P.O. BOX 2020 BARCELONETA, PR <div style="text-align: right;">ZIPCODE 00617</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIPCODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): CARR. #2 KM.56.9, BARCELONETA, PR <div style="text-align: right;">ZIPCODE 00617</div>		
Type of Debtor (Form of Organization) (Check one 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.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51D) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (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).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one 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 Nature of Debts (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 household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (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.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,190,000. Check all applicable boxes: <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).
Statistical/Administrative Information <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.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" 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 type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1 million to \$5 million <input type="checkbox"/> \$5 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500 million <input type="checkbox"/> \$500 million 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 type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1 million to \$5 million <input type="checkbox"/> \$5 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500 million <input type="checkbox"/> \$500 million to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): MEGA POWER CORPORATION
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Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: None	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: None	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p align="center">Exhibit A</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 align="center">Exhibit 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 that [he or she] may proceed under chapter 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 delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code.</p> <p align="center">X</p> <p align="center">Signature of Attorney for Debtor(s) Date</p>
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Exhibit C

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?

Yes, and Exhibit C is attached and made a part of this petition.

No

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box.)

- 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.
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- 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.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes.)

- Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord or lessor that obtained judgment)

(Address of landlord or lessor)

- 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
- Debtor has included in 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.
- Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

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

Name of Debtor(s):

MEGA POWER CORPORATION

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 granting recognition of the foreign main proceeding is attached.

X

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X

Signature of Attorney for Debtor(s)

WINSTON VIDAL

Printed Name of Attorney for Debtor(s)

WINSTON VIDAL LAW OFFICE

Firm Name

PO BOX 193673

Address

SAN JUAN, PR 00919-3673

787-751-2864

Telephone Number

May 18, 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 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); 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

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Date

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

X

Signature of Authorized Individual

CARLOS PEREZ VAZQUEZ

Printed Name of Authorized Individual

PRESIDENT

Title of Authorized Individual

May 18, 2009

Date

**United States Bankruptcy Court
District of Puerto Rico**

IN RE:

Case No. _____

MEGA POWER CORPORATION

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)
BANCO SANTANDER PUERTO RICO-RECUPERACION P.O. BOX 362589 SAN JUAN, PR 00936	FRANCISCO RIOS NOGUERAS	MONEY LOANED		840,436.97
EUROBANK SUCURSAL MANATI P.O. BOX 191009 SAN JUAN, PR 00919-1009	FAUSTO PENA VILLEGAS SENIOR VP	MONEY LOANED		698,866.68
INTERNAL REVENUE SERVICE MERCANTIL PLAZA BLDG. R-2 AVE. PONCE DE LEON SAN JUAN, PR 00918-1693	ANGEL ALICEA (787) 759-4572	TAXES		647,707.11
SECRETARIO DE HACIENDA BANKRUPTCY SECTION 424-B P.O. BOX 9024140 SAN JUAN, PR 00902-4140	ELVIS CORTES ROSA (787) 721-4315	TAXES		333,385.05
TRANSPORTATION CONTROL SYSTEMS 1030 SOUTH 86TH ST. TAMPA, FL 33619	JOHN GILLIS (813) 630-2800	Trade debt		276,909.92
AC DEMOLITION CORP.	ALBERTO TORRES (939) 640-2692	Trade debt		173,000.00
CARIBBEAN POLES, INC. PMB 275 BOX 2020 BARCELONETA, PR 00617-2020	CARLOS PEREZ (787) 887-4940	Trade debt		95,125.42
DEPT. TRABAJO Y RECURSOS HUMANOS SECCION DE CONTRIBUCIONES P.O. BOX 191020 SAN JUAN, PR 00919-1020	SECCION DE CONTRIBUCIONES (787) 754-5858 XT3507	TAXES		90,719.06
CEMEX P.O. BOX 364487 SAN JUAN, PR 00936-4487	OMAR SANTIAGO (787) 842-3000	Trade debt		89,225.94
GENERAL ELECTRIC DEL CARIBE CREDIT OPERATIONS 400 TECHNOLOGY COURT SE SUITE R SMYRNA, GA 30082	BERNARDO ACEVEDO (770) 437-2300	Trade debt		86,518.60
MTS SALES, INC. 600A LAKE ST. RAMSEY, NJ 07446	RON LESSER (201) 529-0909	Trade debt		72,954.00
MUNICIPIO AUTONOMO DE SAN JUAN DEPARTAMENTO DE FINANZAS P.O. BOX 70179 SAN JUAN, PR 00936-8179	MARGARITA RIVERA (787) 756-7300 X1035	TAXES		67,404.04
ESSO STANDARD OIL CO. P.O. BOX 70150 SAN JUAN, PR 00936-8150	NILSA RODRIGUEZ (787) 792-2920	Trade debt		60,950.37

SAN JUAN LIGHTING CORP. P.O. BOX 362262 SAN JUAN, PR 00936-2262	LILLY (787) 767-7286	Trade debt	47,849.84
VALMONT INDUSTRIES, INC. WEST HIGHWAY 275 VALLEY, NE 68084	DAVID ROTTY (888) 800-0235	Trade debt	45,296.00
MARINA ELECTRIC, INC. P.O. BOX 363387 SAN JUAN, PR 00936-3387	JOSE PEREZ (787) 792-1111	Trade debt	40,825.23
MUNICIPIO AUTONOMO DE PONCE APARTADO 331709 PONCE, PR 00733-1709	OFICINA DE PATENTES (787) 284-4141	TAXES	37,728.05
MARTELEC CORPORATION P.O. BOX 363622 SAN JUAN, PR 00936-3622	RICARDO LOPEZ (787) 703-1818	Trade debt	36,323.28
TRANSWORLD INDUSTRIES CORP. P.O. BOX 346 SABANA GRANDE, PR 00637	ZULEMA RAMOS (787) 873-1000	Trade debt	34,022.71
ROGER ELECTRIC P.O. BOX 3166 BAYAMON, PR 00960	RUBEN (787) 786-3361	Trade debt	33,149.97

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: 5/18/09 Signature: 

CARLOS PEREZ VAZQUEZ, PRESIDENT

(Print Name and Title)

**RESOLUTION OF THE BOARD OF DIRECTORS
OF MEGA POWER CORPORATION**

SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS

A discussion was held about the financial condition of the Corporation on April 15, 2009. Thereupon, on motion duly made and seconded, the following Resolution was adopted unanimously:

WHEREAS the affairs of the business of this Corporation have not been successfully conducted for several months and unable to pay its debts as they arise and

WHEREAS reasonable possibility appears for rehabilitation,

Be it therefore resolved that this Corporation file its Voluntary Petition for Relief under Chapter 11 of Title 11 in the United States Bankruptcy Court and

Be it further resolved that **CARLOS PÉREZ VÁZQUEZ**, the President is hereby authorized to prepare the necessary Petition For Relief and by his single signature execute all necessary documents and bind this Corporation thereby and

Be it further resolved that **CARLOS PÉREZ VÁZQUEZ**, the President is authorized to engage the services as shall appear necessary of attorney **WINSTON VIDAL GÁMBARO** and any accountant or both to assist in said matter and to reimburse said person or persons out of the assets of the Corporation.


That this resolution is in full force and effect.

IN WITNESS WHEREOF, we have hereunto set our hand and affixed the seal of the Corporation.

There being no further business to come before the meeting, on motion duly made and seconded, the meeting was adjourned.

In Barceloneta, Puerto Rico on this 15th, day of May, 2009.





CARLOS PÉREZ VÁZQUEZ
President



RAMÓN PÉREZ VÁZQUEZ
Secretary

UNITED STATES BANKRUPTCY COURT FOR
THE DISTRICT OF PUERTO RICO

RE:

MEGA POWER CORPORATION

DEBTOR

CASE NO:

CHAPTER 11

LIST OF STOCKHOLDERS, OFFICERS AND DIRECTORS

<u>NAME</u>	<u>NUMBER OF SHARES OWNED</u>	<u>% OF OWNERSHIP</u>
CARLOS PÉREZ VÁZQUEZ PMB 302 BOX 2020 BARCELONETA, PR 00617	NOT ISSUED	40%
RAMÓN PÉREZ VÁZQUEZ PMB 275 BOX 2020 BARCELONETA, PR 00617	NOT ISSUED	60%

		100%

LIST OF OFFICERS AND DIRECTORS

NAME

CARLOS PÉREZ VÁZQUEZ	DIRECTOR	PRESIDENT TREASURER
RAMÓN PÉREZ VÁZQUEZ	DIRECTOR	SECRETARY

United States Bankruptcy Court
PUERTO RICO
_____ District Of _____

In re **MEGA POWER CORPORATION**

Case No. _____

Debtor

Chapter **11**

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 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	\$	150.00/per hour
Prior to the filing of this statement I have received	\$	5,000.00
Balance Due Upon Court Approval	\$	150.00/per hour

2. The source of the compensation paid to me was:

Debtor Other (specify)

3. The source of compensation to be paid to me is:

Debtor Other (specify)

4. 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 other 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, statements 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;

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR (Continued)

- 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 proceedings.

May 18, 2009

Date



Signature of Attorney

WINSTON VIDAL

Name of law firm
WINSTON VIDAL LAW OFFICE