

**United States Bankruptcy Court  
District of Delaware**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Midway Games 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): See attached Annex A	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): 22-2906244	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): 2704 West Roscoe Street, Chicago, IL <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 60618</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Cook	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>

<b>Type of Debtor</b> (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.)	<b>Nature of Business</b> (Check one 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>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 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  <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 household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<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>  <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).  <b>Check if:</b> <input 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).
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<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds may 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.  Estimated Number of Creditors <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input checked="" type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> Over 100,000</td> </tr> </table> Estimated Assets <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table> Estimated Liabilities <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input checked="" type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<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	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input 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 checked="" 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	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input 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 checked="" type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	<b>THIS SPACE IS FOR COURT USE ONLY</b>
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Midway Games Inc.	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
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 (If more than one, attach additional sheet.)</b>			
Name of Debtor: See attached Annex A	Case Number:	Date Filed:	
District: District of Delaware	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 checked="" 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 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 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?			
<p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<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.)			
<p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p>			
If this is a joint petition:			
<p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<p><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.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><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.</p>			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____</p> <p style="text-align: right;">(Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____</p> <p style="text-align: right;">(Address of landlord)</p>			
<p><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</p> <p><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.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

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

Name of Debtor(s):  
Midway Games Inc.

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 Michael DeBaecke (No. 3186)

Signature of Attorney for Debtor(s)  
Michael D. DeBaecke

Printed Name of Attorney for Debtor(s)  
Blank Rome LLP

Firm Name

Address  
1201 Market Street, Suite 800  
Wilmington, DE 19801  
(302) 425-6400

Telephone Number  
212/09

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(b) 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 Ryan G. O'Desky

Signature of Authorized Individual  
Ryan G. O'Desky

Printed Name of Authorized Individual  
Treasurer and Chief Financial Officer

Title of Authorized Individual  
2/12/2009

Date

## ANNEX A - TO VOLUNTARY PETITION

### Affiliated Entities

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under Chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of these petitions, such entities filed a motion requesting joint administration of their Chapter 11 cases.

Midway Games Inc.

Midway Home Entertainment Inc.

Midway Amusement Games, LLC

Midway Games West Inc.

Midway Interactive Inc.

Midway Sales Company, LLC

Midway Home Studios Inc.

Surreal Software Inc.

Midway Studios - Los Angeles Inc.

Midway Studios - Austin Inc.



## CERTIFICATE OF RESOLUTIONS

I, Deborah K. Fulton, Senior Vice President, Secretary and General Counsel of Midway Games Inc., a Delaware corporation (the "Company"), hereby certify: (a) I am Senior Vice President and the duly appointed and acting General Counsel and Secretary of the Company; (b) that the following resolutions were duly adopted by the Board of Directors (the "Board") of the Company at a special meeting of the Board duly called and held on February 10, 2009, and that the following resolutions were adopted in accordance with the requirements of Delaware Corporation Law; and (c) that these resolutions have not been modified or rescinded and are still in full force and effect as of the current date.

WHEREAS, upon the expiration on February 12, 2009 of certain waiver and forbearance agreements, Midway Games Inc. (the "Corporation") may default in its obligations relating to its 6% Convertible Senior Notes due 2025 or its 7.125% Convertible Senior Notes due 2026 or the Corporation or its subsidiaries may default in their respective obligations under the Loan and Security Agreement, Unsecured Loan Agreement, and Subordinated Unsecured Loan Agreement each dated February 29, 2008, as amended ("Default");

WHEREAS, a Default will enable the Corporation's lender to seize the assets of the Corporation and its subsidiaries thereby imperiling their continued operations;

WHEREAS, the Board of Directors of the Corporation believes that the continued operation of the Corporation and its subsidiaries is in the best interests of the Corporation;

RESOLVED, that the Board hereby adopts the following resolutions, effective February 12, 2009:

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Corporation, its creditors, employees, and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

RESOLVED, that each of the Chief Executive Officer, the Chief Financial Officer, and General Counsel (each such officer or designee being an "Authorized Person" and all being the "Authorized Persons") are hereby authorized, empowered and directed, in the name, and on behalf of the Corporation, to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case"), as well as all other ancillary documents, and to cause the Chapter 11 Case to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") at such time or in such other jurisdiction as such Authorized Person executing same shall determine.

RESOLVED, that each Authorized Person, and such other officers of the Corporation as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute, verify, and cause to be filed all petitions, schedules, lists, motions, applications, pleadings,

adversary proceedings, agreements, and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Chapter 11 Case, the execution of any document or the doing of any act by an Authorized Person in connection with any of the foregoing to be conclusively presumed to be authorized by this resolution, all with a view to the successful prosecution of the Chapter 11 Case resulting in one or more of a reorganization, restructuring of debt, and/or a sale of some or substantially all of the assets of the Corporation.

RESOLVED, that the Authorized Persons are authorized, directed, and empowered to employ the law firm of Blank Rome LLP as lead bankruptcy counsel for the Corporation under a general retainer in the Chapter 11 Case, subject to any requisite Bankruptcy Court approval, and in connection therewith such Authorized Persons are hereby authorized, directed, and empowered, in the name and on behalf of the Corporation, to execute any retention agreement, pay retainers in connection therewith, and cause to be filed any necessary application to employ Blank Rome LLP as lead bankruptcy counsel.

RESOLVED, that the Authorized Persons are authorized, directed, and empowered to employ Lazard as investment banker for the Corporation under a general retainer in the Chapter 11 Case, subject to any requisite Bankruptcy Court approval, and in connection therewith such Authorized Persons are hereby authorized, directed, and empowered, in the name and on behalf of the Corporation, to execute a retention agreement, pay retainers in connection therewith, and cause to be filed any necessary application to employ Lazard as investment banker.

RESOLVED, that the Authorized Persons are authorized, directed, and empowered to employ the law firm of Dewey & LeBoeuf LLP as special counsel to the Board or a committee of the Board in the Chapter 11 Case, subject to any requisite Bankruptcy Court approval, and in connection therewith such Authorized Persons are hereby authorized, directed, and empowered, in the name and on behalf of the Corporation, to execute a retention agreement, pay retainers in connection therewith, and/or cause to be filed any necessary application to employ Dewey & LeBoeuf LLP as special counsel to the Board or a committee of the Board in the Chapter 11 Case.

RESOLVED, that the Authorized Persons are authorized, directed, and empowered to employ a claims and noticing agent for the Bankruptcy Court and the Corporation, under any agreed upon retainer in the Chapter 11 Case and subject to any requisite Bankruptcy Court approval, and in connection therewith such Authorized Persons are hereby authorized, directed, and empowered, in the name and on behalf of the Corporation, to execute a retention agreement, pay a retainer in connection therewith, and cause to be filed any necessary application to employ a claims and noticing agent.

RESOLVED, that each Authorized Person, and such other officers of the Corporation as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to engage and retain assistance from other legal counsel, accountants, financial advisors, restructuring advisors, and other professionals in connection with the Chapter 11 Case, all with a view to the

successful prosecution of such case.

RESOLVED, that each Authorized Person, and such other officers of the Corporation as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to cause the Corporation to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action as in the judgment of such person shall be or become necessary, proper, and desirable to effectuate a successful Chapter 11 Case.

RESOLVED, that in connection with the Chapter 11 Case, each Authorized Person, and such other officers of the Corporation as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Corporation, to negotiate, execute, deliver, and perform or cause the performance of any notes, guarantees, security agreements, other agreements, consents, certificates or instruments as such person considers necessary, appropriate, desirable, or advisable to effectuate borrowings, use of cash collateral, or other financing transactions prior to or during the Chapter 11 Case, such determination to be evidenced by execution of the necessary documentation or taking of all necessary action.

RESOLVED, each Authorized Person, and such other officers of the Corporation as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, and any such actions heretofore taken by any of them are hereby ratified, confirmed and approved in all respects: (i) to negotiate, execute, deliver and/or file any and all of the agreements, documents and instruments referenced herein, and such other agreements, documents and instruments and assignments thereof as may be required or as such officers deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the Corporation, as the case may be, in such form and substance as such persons may approve, together with such changes and amendments to any of the terms and conditions thereof as such persons may approve, with the execution and delivery thereof on behalf of the Corporation by or at the direction of such persons to constitute evidence of such approval, (ii) to negotiate, execute, deliver and/or file, in the name and on behalf of the Corporation, any and all agreements, documents, certificates, consents, filings, and applications relating to the resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other action as may be required or as such officers deem appropriate or advisable in connection therewith, and (iii) to do such other things as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated hereby.

RESOLVED, that, any and all past actions heretofore taken by officers of the Corporation in the name and on behalf of the Corporation in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.



IN WITNESS WHEREOF, I have set my hand this 11<sup>th</sup> day of February, 2009.

A handwritten signature in black ink, appearing to read 'Deborah K. Fulton', written over a horizontal line.

Deborah K. Fulton  
Senior Vice President, Secretary and General Counsel  
Midway Games Inc.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

-----  
In re : Chapter 11  
: :  
MIDWAY GAMES INC., *et al.*, : Case No. 09-\_\_\_\_\_ ( )  
: (Joint Administration Requested)  
Debtors.<sup>1</sup> :  
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**CONSOLIDATED LIST OF CREDITORS HOLDING THE THIRTY (30) LARGEST  
UNSECURED CLAIMS AGAINST THE DEBTORS**

Following is the consolidated list of the creditors holding the 30 largest unsecured claims against the Debtor Midway Games Inc. and its affiliates (collectively, the "Debtors") identified on Annex A to the Chapter 11 petitions filed contemporaneously herewith. The list is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The list has been prepared on a consolidated basis, based upon the books and records of the Debtors, all of which have contemporaneously commenced chapter 11 cases in this Court. The information presented in the list shall not constitute an admission by, nor is it binding on, any of the Debtors. All rights are reserved.

This list does not include (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(31), or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the consolidated 30 largest unsecured claims.<sup>2</sup>

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<sup>1</sup> The Debtors will file their schedules of assets and liabilities (the "Schedules") in accordance with applicable law. The information contained in the Schedules may differ from the information set forth below.

<sup>2</sup> The Debtors have not yet identified all of the 30 largest unsecured claims that may be contingent, unliquidated, disputed and/or subject to setoff. The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

	(1)	(2)	(3)	(4)	(5)
	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim (if secured, also state value of security)
1	Wells Fargo Bank, N.A., as Indenture Trustee for 6.0% Convertible Senior Notes		Unsecured Notes		\$75,000,000
2	Wells Fargo Bank, N.A., as Indenture Trustee for 7.125% Convertible Senior Notes		Unsecured Notes		\$75,000,000
3	Acquisition Holdings Subsidiary LLC c/o Mark Thomas Kramer, Levin Naftalis, etc. 1177 Avenue of the Americas New York, NY 10036		Unsecured Loan		\$40,000,000
4	National Amusements, Inc. 200 Elm Street P.O. Box 9126 Dedham, MA 02027-9126		Subordinated Loan		\$20,147,863
5	NBA Properties, Inc. PO Box 35240 Newark, NJ 07193-5240	Greg Lassen 645 5th Street New York, NY 10022-5910 212 407-8000	License Royalty/ Settlement Agreement		\$17,294,849
6	Tangible Media, Inc. 10 East 40th Street 9th Floor New York, NY 10016	Mitch Boden 417 Fifth Avenue 11th Floor New York, NY 10016 212 576-4051	Marketing/ Advertising	Unliquidated Disputed	\$8,675,954
7	Warner Bros. Interactive Entertainment Inc. PO Box 100717 Pasadena, CA 91189	Albert Fernandez 818 977-7838	License Royalty	Unliquidated Disputed	\$6,654,203
8	Artificial Mind & Movement 416 DeMaisonneuve Quest Suite 600 Montreal, Quebec Canada H3A 1L2	Jean Martin-Masse 416 DeMaisonneuve Quest, Suite 600 Montreal, Quebec Canada H3A 1L2 514 448-2213	External Developer	Unliquidated Disputed	\$2,000,000
9	Epic Games, Inc. 620 Crossroads Boulevard Cary, NC 27518	Anne Dube 620 Crossroads Blvd. Cary, NC 27518 919 854-0070	License Royalties	Unliquidated Disputed	\$1,975,000

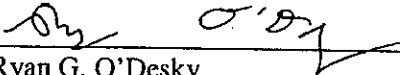
	(1)	(2)	(3)	(4)	(5)
	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim (if secured, also state value of security)
10	Walmart 702 SW 8th Street Bentonville, AR 72716-0040	Darin Dickson P.O. Box 116 702 Southwest 8th St. Bentonville, AR 72716 479 273-6289	Customer Credits	Unliquidated, subject to setoff	\$1,576,035
11	Far Sight Technologies, Inc. PO Box 2895 Big Bear Lake, CA 92315-2895	Jay Obermolte PO Box 2895 Big Bear Lake, CA 92315	External Developer	Unliquidated Disputed	\$1,279,151
12	Best Buy Company PO Box 9331 Minneapolis, MN 55440-9312	Jill Hamburger 7601 Penn Avenue, S. Richfield, MN 55423 612 292-7860	Customer Credits	Unliquidated, subject to setoff	\$1,114,036
13	Target Northern Operations PO Box 59251 Minneapolis, MN 55459-0251	Troy Peterson 1000 Nicollet Mall 22nd Floor TPS2265 Minneapolis, MN 55403 612 696-3697	Customer Credits	Unliquidated/ subject to setoff	\$934,156
14	Technicolor Video Services Department No. 7658 Los Angeles, CA 90088-7658	Rich Cusolito 805 445-4292	Warehouse Shipping Disk Mfg.	Unliquidated Disputed	\$637,769
15	Toys R Us 8181 Mira Mesa Boulevard San Diego, CA 82121	G. Berthel Terrance Building One Jeffrey Way Wayne, NJ 07470 973 617-3500	Customer Credits	Unliquidated, subject to setoff	\$615,276
16	Ditan/Synergex Canada Inc. 6175 Kenway Drive Mississauga, Ontario Canada L5T 2L3	Jean-Paul Rehr 1280 Courtney Park Dr. Mississauga, Ontario Canada L5T 1N6 905 362-8066	Customer Credits	Unliquidated, subject to setoff	\$578,316
17	CBS Outernet, Inc. 140 Sherman Street Fairfield, CT 06824		Marketing Vendor	Unliquidated Disputed	\$314,600
18	David Zucker 1060 Fisher Lane Winnetka, IL		Severance		\$300,000
19	Multi Packaging Solutions 75 Remittance Avenue Suite 3111 Chicago, IL 60675-3111	Tim Klewicki 13465 Jupiter Road Dallas, TX 75238 214 343-7621	Product Packaging		\$287,038
20	A.A.F.E.S. Headquarters P.O. Box 660261 Dallas, TX 75266	Attn. CM-A/OSE	Customer Credits	Unliquidated, subject to setoff	\$276,314

	(1)	(2)	(3)	(4)	(5)
	<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim (if secured also state value of security)</i>
21	KMart Holding Corporation DUNS 010297695 3100 W. Big Beaver Rd. Troy, MI 48084		Customer Credits	Unliquidated, subject to setoff	\$218,497
22	Tigon Studios 910 Wilshire Blvd., Suite 333E Beverly Hill, CA 90212	George Davis Nelson Felker Toczek Davis LLP 10880 Wilshire Blvd. Suite 2070 Los Angeles, CA 90024 310 441-8000	License Royalty	Unliquidated Disputed	\$200,000
23	Hollywood Entertainment2 9275 S.W. Peyton Lane Willsonville, OR 97070		Customer Credits	Unliquidated, subject to setoff	\$190,982
24	TNA Entertainment LLC 4100 Spring Valley Road Suite 1001 Dallas, TX 75244	Dixie Carter 209 Tenth Avenue, S. Suite 302 Nashville, TN 37203	License Royalty	Unliquidated Disputed	\$160,000
25	Professional Films, Inc. 100 Wilshire Blvd., Suite 2040 Santa Monica, CA 90401	David Nochimson Ziffren Law Office 1801 Century Los Angeles, CA 90067-6406	License Royalty	Unliquidated Disputed	\$150,000
26	Synergex - Latin America 1280 Courtneypark Drive E Mississauga, ON Canada		Customer Credits	Unliquidated, subject to setoff	\$149,027
27	Pioneer/JB Marketing 16730 Schoenborn St. North Hills, CA 91343		Customer Credits	Unliquidated, subject to setoff	\$133,353
28	Eclipse Advertising 2255 North Ontario Street #230 Burbank, CA 91504	Tilo Ponder 818 238-9388	Marketing/ Advertising	Unliquidated Disputed	\$132,687
29	Gamestop 625 Westport Parkway Grapevine, TX 76051	Dan Dematteo 625 Westport Parkway Grapevine, TX 76051-6740 817 424-2000	Customer Credits	Unliquidated, subject to setoff	\$127,250
30	Sears Roebuck and Co. ATTN: A/P 4849 Greenville Ave. Dallas, TX 75206	ATTN: A/P 4849 Greenville Ave. Dallas, TX 75206	Customer Credits	Unliquidated, subject to setoff	\$125,495

**DECLARATION REGARDING CREDITORS  
HOLDING THE THIRTY LARGEST UNSECURED CLAIMS**

I, Ryan G. O'Desky, am an authorized officer of Midway Games Inc. and each of the other debtors and debtors in possession in these chapter 11 cases (collectively, the "Debtors"), and in such capacities am familiar with the financial affairs of each of the Debtors. I declare under penalty of perjury that I have read and reviewed the foregoing Consolidated List of Creditors Holding the Thirty (30) Largest Unsecured Claims Against the Debtors and that the information included therein is true and correct to the best of my knowledge, information and belief.<sup>1</sup>

Dated: February 12, 2009

  
\_\_\_\_\_  
Ryan G. O'Desky  
Treasurer and Chief Financial Officer

MIDWAY GAMES INC., *et al.*

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<sup>1</sup> One or more current employees may hold unsecured claims that would place them among the Top 30 List. Such person(s) are not included herein because the Debtors intend to file promptly a motion seeking authority to pay such claims.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re: : Chapter 11  
: :  
MIDWAY GAMES INC. : Case No. 09-\_\_\_\_\_ ( )  
Debtor :  
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**CORPORATE OWNERSHIP STATEMENT**

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Del. Bankr. L.R. 1007-1(a), debtor Midway Games Inc. (the "Company"), by and through its proposed undersigned counsel, hereby states that the following entities directly or indirectly own 10% or more of the Company's publicly traded common stock:

1. Acquisition Holdings Subsidiary I LLC ("AHS"), a Delaware limited liability company, owns 80,339,266 shares of the Company's issued and outstanding common stock (the "Stock"), representing approximately 87.2% of the Stock. MT Acquisition Holdings LLC ("MTAH"), a Delaware limited liability company, in turn, is the sole member of AHS and thus beneficially owns 87.2% of the Stock. Mark Thomas, an individual, in turn, is the sole member of MTAH and thus beneficially owns 87.2% of the Stock.

The information contained in this Corporate Ownership Statement was obtained from a Schedule 13D Statement, dated December 5, 2008, filed with the United States Securities and Exchange Commission filed by AHS, MTAH and Mark Thomas.

Dated: Wilmington, Delaware  
February 2, 2009

**BLANK ROME LLP**

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-and-

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Pamela E. Flaherty  
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405 Lexington Avenue  
New York, NY 10174  
Telephone: (212) 885-5000  
Facsimile: (212) 885-5001


*Proposed Attorneys for the Debtors And  
Debtors In Possession*



**CERTIFICATION**

I, the undersigned officer of Midway Games Inc., declare under penalty of perjury that I have reviewed the foregoing Corporate Ownership Statement and that it is true and correct to the best of my knowledge, information and belief.

Dated: February 12, 2009

  
\_\_\_\_\_  
Ryan G. O'Desky