

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: Chapter 11
MIDWAY GAMES INC., *et al.*, Case No. 09-10465 (KG)
(Jointly Administered)
Debtors.

DECLARATION OF MARK EVAN THOMAS

I, Mark Evan Thomas, do hereby declare, under penalty of perjury, that:

1. I am the sole principal and sole owner of MT Acquisition Holdings LLC ("MT Acquisition"), the 100% owner of Acquisition Holdings Subsidiary I LLC ("AHS"). No other entity has an interest in or claim on the assets owned by AHS. I submit this declaration in response to document requests served by the Official Committee of Unsecured Creditors of the Debtors.

2. I formed AHS to purchase (i) certain loans and advances made by National Assessments Inc. to Midway Home Entertainment Inc., Midway Amusement Games, LLC, et al. comprised of \$30 million of secured debt and \$40 million of unsecured debt; and (ii) 80,339,266 shares of Common Stock of Midway Games, Inc. ("Midway") representing 87.2% of the outstanding Common Stock of Midway. I first learned of the opportunity to acquire these assets on November 14, 2008, when Creighton Condon (one of Sumner Redstone's attorneys and a Senior Partner at the law firm Shearman & Sterling LLP) and Peter Lyons (the head of Shearman & Sterling's worldwide Mergers and Acquisitions Group), lawyers I knew from past transactions, contacted me concerning the transaction. The transaction closed fourteen days later, on November 28, 2008, the day after Thanksgiving.

3. Prior to November 14, 2008, I had never met or spoken with Mr. Redstone or his daughter, Ms. Shari Redstone. I did not meet or speak with either of them during the negotiations of the AHS's purchase of certain loans to and interests in Midway or its affiliates or subsidiaries, nor have I spoken with either of them since.

4. In addition to being the sole member of MT Acquisition, the 100% owner of AHS, I am also the sole Managing Director of Estabrook Partners, LLC, a private equity firm which I founded in 2007. I currently reside in Concord, Massachusetts. My net worth exceeds \$10 million and I have no debt.

5. Prior to founding Estabrook Partners, LLC, I was a Managing Director and 48% owner of Georgetown Partners, LLC from 1998 until 2007. From March 1998 through October 1998, I was the Executive Vice President and Chief Development Officer of Envirotest Systems Corporation, the nation's largest auto emission testing company. I was hired by the Envirotest Board of Directors to restructure and sell the company. From 1993 until 1998, I was the Senior Vice President, Director of Development, and Member of the Executive and Policy Committee for ITT Corporation, a worldwide conglomerate. Prior to my experience at ITT, I served as Associate General Counsel to The Promus Companies Incorporated from 1980 until 1993. A true and correct copy of my most current Curriculum Vitae is attached to this

Declaration as Exhibit A.

Dated: March 4, 2009



Mark Evan Thomas, Esq.

Mark Evan Thomas

Birth Date: July 20, 1956

Citizenship: United States Citizen

Residence: 495 Hugh Cargill Road
Concord, MA 01742

Family Status: Married to Marcia Thomas for 28 years and have one daughter,
Jennifer, age 24

Education: B.S. Business, *summa cum laude*, University of Alabama 1977
J.D. University of Alabama 1980

Bar Admissions: Tennessee (in good standing)

Professional Experience:

2007 to Present: Estabrook Partners, LLC, a private equity firm founded by Mark Thomas. Mark Thomas is the sole Managing Director.

- In 2008, formed Acquisition Holdings Subsidiary I LLC to purchase equity and debt in Midway Games, Inc.

1998 to 2007: Georgetown Partners, LLC, a private equity firm. Mark Thomas was a Managing Director and 48% owner of the firm.

- Georgetown Partners successfully led the financial structuring, negotiations and due diligence process for the \$3.3 billion acquisition of the wireless licenses and operations of Ameritech in Missouri and Illinois, which SBC (today's AT&T) was required to divest as part of its merger with Ameritech. Negotiated a joint venture with GTE for the licenses and operations. Subsequently negotiated the exchange of the joint venture interest for an ownership interest in Verizon Wireless and the eventual sale of that interest to Verizon Wireless.

March-October 1998: Envirotest Systems Corporation, the nation's largest auto emission testing company. Envirotest was listed on the American Stock Exchange.

- Mark Thomas was hired by the Board of Directors and reported directly to the Chairman. Mark Thomas' position was Executive Vice President, Chief Development Officer.
- Mark Thomas was tasked with restructuring and selling the company. He managed all aspects of the company's operations during that period. The stock price during that period went from \$7 per share in March 1998 to \$17.25 per share in October 1998, at which time the company was sold.

1993-1998: ITT Corporation, a Fortune 500 Company

- Mark Thomas initially held the position of Vice President and Associate General Counsel for Gaming for ITT Sheraton Corporation.
- Mark Thomas was promoted to Senior Vice President and Director of Development and a Member of the Executive and Policy Committee for ITT Corporation.
- Executed all aspects of the merger, acquisition, joint venture, divestiture and development activities of ITT worldwide. As the chief development officer of ITT, Mark Thomas presented all capital development matters to ITT's Board of Directors.
- Created and executed with the Board of Directors a strategy which resulted in billions of dollars in shareholder value in 1995 by restructuring ITT Corporation, a \$25 billion conglomerate into three, separate NYSE listed corporations, Hartford Insurance and Financial Services, ITT Industries, Inc. and the new ITT Corporation, one of the world's largest hotel, gaming and entertainment corporations.
- Led a global development team which evaluated hundreds of public and private companies and projects and closed an average of 100 deals annually including:
 - the \$1.7 billion acquisition of Caesars World, Inc., a NYSE listed company;
 - the \$1 billion acquisition of MSG entertainment business which included Madison Square Garden, the MSG cable television network, the New York Knicks basketball team, and the New York Rangers hockey team;
 - the \$200 million acquisition of a New York television station with Dow Jones which was transformed into WBIS, a New York sports and business station, and its subsequent sale to Paxson Communications for \$256 million;
 - the acquisition of Bell South's twenty percent interest in ITT's yellow page publishing business and the subsequent sale of the entire business for \$1.8 billion;
 - the expansion of ITT Education Services's national system of post-secondary technical schools;
 - over \$4 billion in hotel and casino acquisitions, ground up developments, joint ventures and dispositions throughout the world;
 - the \$160 million acquisition of the Desert Inn Hotel and Casino in Las Vegas from Kirk Kerkorian's Tracinda Corporation.

1980-1993: The Promus Companies Incorporated Associate General Counsel

- Legal counsel with significant responsibilities for the corporation's development activities including the negotiation of management agreements, joint venture agreements, operating agreements and franchise agreements in the Asia/Pacific, Latin American and North American regions of Holiday Inns, Embassy Suites, Homewood Suites and Harrah's. Negotiated the agreement for the first Western hotel in China, the 1,000 room Holiday Inn Lido in Beijing.

Public Service

VSA Arts of Massachusetts

- VSAM promotes inclusion of people with disabilities and develops effective arts-based teaching strategies that allow students with and without disabilities to learn together. VSAM partners with schools, universities, community theaters, museums and large and small cultural organizations in every field. VSAM is a leader in the VSA arts international network founded in 1974 by Jean F. Kennedy Smith and is affiliated with The John F. Kennedy Center for the Performing Arts. VSAM has support from Massachusetts Department of Education, Massachusetts Rehabilitation Commission and the United States Department of Education.
- Chairman of the Board of Directors