

B1 (Official Form 1)(12/11)

**United States Bankruptcy Court
District of Maryland**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Game Trading Technologies, Inc.	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): City Language Exchange, Inc.	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) 20-5433090	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): 10957 McCormick Road Hunt Valley, MD	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 21031	ZIP Code
County of Residence or of the Principal Place of Business: Baltimore	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor
(if different from street address above):

<p>Type of Debtor (Form of Organization) (Check one box)</p> <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.)	<p>Nature of Business (Check one box)</p> <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	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <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
<p>Chapter 15 Debtors</p> Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<p>Tax-Exempt Entity (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<p>Nature of Debts (Check one box)</p> <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.

<p>Filing Fee (Check one box)</p> <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.	<p>Chapter 11 Debtors</p> 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 (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). 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

Debtor estimates that funds will be available for distribution to unsecured creditors.
 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

<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000

Estimated Assets

<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

Estimated Liabilities

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Game Trading Technologies, Inc.</p>
--	--

All Prior Bankruptcy Cases 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: Gamers Factory, Inc.	Case Number: Pending	Date Filed:
District: Maryland	Relationship: Affiliate	Judge: Pending

<p style="text-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 checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-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 11 U.S.C. §342(b).</p> <p><input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)</p>
--	---

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 that obtained judgment)

(Address of landlord)

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):
Game Trading Technologies, 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 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 Attorney*

X /s/ James E. Van Horn
 Signature of Attorney for Debtor(s)

James E. Van Horn (Bar No. 29210)
 Printed Name of Attorney for Debtor(s)

McGuireWoods LLP
 Firm Name

7 Saint Paul Street
Suite 1000
Baltimore, MD 21202

 Address

410-659-4400 Fax: 410-659-4599
 Telephone Number

January 30, 2012
 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 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 /s/ Marc S. Weinsweig
 Signature of Authorized Individual

Marc S. Weinsweig
 Printed Name of Authorized Individual

Chief Restructuring Officer
 Title of Authorized Individual

January 30, 2012
 Date

B 1A (Official Form 1, Exhibit A) (9/97)

[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 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**United States Bankruptcy Court
District of Maryland**

In re Game Trading Technologies, Inc. Debtor(s) Case No. _____ Chapter 11

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 333-141521.

2. The following financial data is the latest available information and refers to the debtor's condition on January 30, 2012.

a. Total assets		\$	<u>0.00</u>	
b. Total debts (including debts listed in 2.c., below)		\$	<u>3,176,287.00</u>	
c. Debt securities held by more than 500 holders:				Approximate number of holders:
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>		<u>0</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>		<u>0</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>		<u>0</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>		<u>0</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>		<u>0</u>
d. Number of shares of preferred stock			<u>2,837,500</u>	<u>12</u>
e. Number of shares common stock			<u>4,238,756</u>	<u>38</u>

Comments, if any:

3. Brief description of Debtor's business:
valuation, procurement, refurbishment, and merchandising of pre-owned video games

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:
CEDE & Co.- (12.7%)
Evolution Corp. Advisors, LLC- (7.1%)
John Hays- (7.4%)
Todd Hays- (51.9%)
Tom Hays- (7.4%)
Rodney Hillman- (7.4%)

**RESOLUTIONS ADOPTED BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
GAME TRADING TECHNOLOGIES, INC. AND GAMERS FACTORY, INC.**

THE UNDERSIGNED, being all the members of the board of directors of Game Trading Technologies, Inc. and its 100% wholly owned subsidiary Gamers Factory, Inc. (collectively, the "Companies"), hereby adopt and approve the following resolutions, to be effective as of January 17, 2012:

WHEREAS, the undersigned have reviewed and considered the interests of the Companies and have reviewed and considered information presented to the undersigned that the undersigned believe necessary to evaluate and reach an informed decision in connection with the Companies filing voluntary petitions in the United States Bankruptcy Court for the District of Maryland (the "Bankruptcy Court") pursuant to Chapter 11 of Title 11 of the United States Code ("Chapter 11").

NOW, THEREFORE, BE IT RESOLVED: The undersigned hereby authorize and approve the Companies filing petitions for relief under Chapter 11 in the Bankruptcy Court.

BE IT FURTHER RESOLVED: That any director and Marc Weinsweig, Chief Restructuring Officer (each, an "Authorized Person") are each hereby authorized and directed to execute and file on behalf of the Companies the petitions for relief under Chapter 11 in the Bankruptcy Court, and each Authorized Person is designated as a natural person responsible for carrying out the duties of the debtors and debtors-in-possession, including, but not limited to, executing all pleadings and paperwork required to effectuate the reorganization under the Chapter 11 proceedings and taking all actions incidental thereto.

BE IT FURTHER RESOLVED: The execution of any document or instrument by any Authorized Person, on behalf of the Companies, pursuant to the foregoing resolutions shall be conclusive evidence that such action has been authorized and approved by the Companies.

BE IT FURTHER RESOLVED: That any Authorized Person be, and hereby is, authorized and directed to employ the law firm of McGuireWoods LLP to represent the Companies in the above-referenced Chapter 11 bankruptcy cases.

BE IT FURTHER RESOLVED: That any Authorized Person be, and hereby is, authorized and directed to employ Marc Weinsweig as the Companies' Chief Restructuring Officer and certain staff members of WeinsweigAdvisors LLC to serve as temporary employees of the Companies.

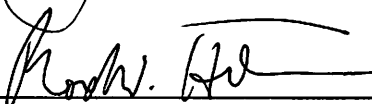
(Signature page follows.)

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of the Companies, have executed these resolutions to be effective as of the date set forth above.

Directors:



Todd Hays



Rodney Hillman

Tom Wobber

Michael Dugally

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of the Companies, have executed these resolutions to be effective as of the date set forth above.

Directors:

Todd Hays

Rodney Hillman

A handwritten signature in black ink, appearing to read 'Tom Wobber', written over a horizontal line.

Tom Wobber

Michael Dugally

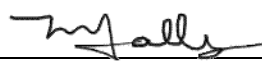
IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of the Companies, have executed these resolutions to be effective as of the date set forth above.

Directors:

Todd Hays

Rodney Hillman

Tom Wobber



Michael Dugally

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of Maryland**

In re Game Trading Technologies, Inc.

Debtor(s)

Case No. _____

Chapter 11

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; Fed. R. Bankr. P. 1007(m).

(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>
Best Buy Stores LP PO Box 9312 Minneapolis, MN 55440	Best Buy Stores LP PO Box 9312 Minneapolis, MN 55440	Trade Payable		1,317,069.55
Bruce Meyers C/O Meyers Associates L.P. 45 Broadway; 2nd Floor New York, NY 10006	Bruce Meyers C/O Meyers Associates L.P. 45 Broadway; 2nd Floor New York, NY 10006	Preferred Dividend Payable		11,250.00
Clinton Magnolia Masterfund, LTD. C/O Clinton Group, Inc. 9 West 57th St. New York, NY 10019	Clinton Magnolia Masterfund, LTD. C/O Clinton Group, Inc. 9 West 57th St. New York, NY 10019	Preferred Dividend Payable		69,230.80
Clinton Special Opportunities Masterfund C/O Clinton Group, Inc. 9 West 57th St. New York, NY 10019	Clinton Special Opportunities Masterfund C/O Clinton Group, Inc. 9 West 57th St. New York, NY 10019	Dividend Payable		7,692.30
Investors Stock Daily, Inc. 400 Andrus Street Suite 215 Rochester, NY 14604	Investors Stock Daily, Inc. 400 Andrus Street Suite 215 Rochester, NY 14604	Trade Payable		9,000.00
Jack Koegel 6050 Blvd East Unit 8-H West New York, NJ 07093	Jack Koegel 6050 Blvd East Unit 8-H West New York, NJ 07093	Board Expense		12,500.00
Kingsbrook Opportunities C/O Kingsbrook Partners LP 590 Madison St. 27th Floor New York, NY 10022	Kingsbrook Opportunities C/O Kingsbrook Partners LP 590 Madison St. 27th Floor New York, NY 10022	Preferred Dividend Payable		11,538.40
Liolios Group, Inc. 20371 Irvine Avenue Suite A-100 Newport Beach, CA 92660	Liolios Group, Inc. 20371 Irvine Avenue Suite A-100 Newport Beach, CA 92660	Professional Fees		18,000.00
Merritt Bavar- VA, LLC 2066 Lord Baltimore Drive Baltimore, MD 21244-2501	Merritt Bavar- VA, LLC 2066 Lord Baltimore Drive Baltimore, MD 21244-2501	Rent		69,569.96

B4 (Official Form 4) (12/07) - Cont.

In re Game Trading Technologies, Inc.

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Michael DuGally 22 Hampshire Drive Hudson, NH 03051	Michael DuGally 22 Hampshire Drive Hudson, NH 03051	Board Payment		1,500.00
PrecisionIR, Inc. Lockbox 7391 P.O. Box 8500 Philadelphia, PA 19178-7391	PrecisionIR, Inc. Lockbox 7391 P.O. Box 8500 Philadelphia, PA 19178-7391	Trade Payable		2,023.30
redbox 1 Tower Lane Suite 1200 Oakbrook Terrace, IL 60181	redbox 1 Tower Lane Suite 1200 Oakbrook Terrace, IL 60181	Trade Payable		1,361,861.10
Rick Leimbach 10957 McCormick Road Hunt Valley, MD 21031	Rick Leimbach 10957 McCormick Road Hunt Valley, MD 21031	Employment Separation Agreement		5,770.00
RR Donnelley P. O. Box 905151 Charlotte, NC 28290-5151	RR Donnelley P. O. Box 905151 Charlotte, NC 28290-5151	Trade Payable		60,762.13
Seremma, LLC C/O Spotlight Advisors, LLC 9 West 57th St. 26th Floor New York, NY 10019	Seremma, LLC C/O Spotlight Advisors, LLC 9 West 57th St. 26th Floor New York, NY 10019	Preferred Dividend Payable		7,692.30
Sichenzia Ross Friedman Ference LLP 61 Broadway, 32nd FL New York, NY 10006	Sichenzia Ross Friedman Ference LLP 61 Broadway, 32nd FL New York, NY 10006	Professional Fees		36,000.00
Standard & Poors Financial Services LLC 55 Water Street 34th Floor New York, NY 10041-0003	Standard & Poors Financial Services LLC 55 Water Street 34th Floor New York, NY 10041-0003	Trade Payable		1,127.62
Todd Hays 10957 McCormick Road Hunt Valley, MD 21031	Todd Hays 10957 McCormick Road Hunt Valley, MD 21031	Payroll Liability (\$6,250.00) and Preferred Dividend Payable (\$9,900.00)		16,150.00
Tom Wobber 1603 Guildford Lane York, PA 17404	Tom Wobber 1603 Guildford Lane York, PA 17404	Board Payment		2,000.00
Vision Opportunity Master Fund, LTD. C/O Vision Capital Advisors, Ltd. 20 West 55th St, 5th Floor New York, NY 10019	Vision Opportunity Master Fund, LTD. C/O Vision Capital Advisors, Ltd. 20 West 55th St, 5th Floor New York, NY 10019	Preferred Dividend Payable		153,846.20

B4 (Official Form 4) (12/07) - Cont.

In re Game Trading Technologies, Inc.
Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

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

I, the Chief Restructuring Officer of the corporation 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 January 30, 2012

Signature /s/ Marc S. Weinsweig
Marc S. Weinsweig
Chief Restructuring Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of Maryland**

In re Game Trading Technologies, Inc.
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Alfred Seaman 5982 Campbell Drive Halifax, NS B3H 1E3	Common	50	0.001%
Allegiance Capital Limited Partnership 10706 Beaver Dam Road, Suite 201 Cockeysville, MD 21030	Common	100,000	2.359%
Andrew Jewell 3-12 Yonge Blvd. Toronto, ON M5B 1R4	Common	50	0.001%
Barbara Jewell #202 1177 Yonge Street Toronto, ON M7L 2Y4	Common	50	0.001%
Benjamin Shireff 39 Mildenhall Road Toronto, ON M4N 3G7	Common	50	0.001%
Brittany Scelo 5568 Fenwick Street Halifax, NS B3H 1P8	Common	50	0.001%
Bruce Meyers c/o Meyers Associates L.P. 45 Broadway 2nd Floor New York, NY 10006	Preferred	112,500	3.965%
Caitlin Shireff 37 Mildenhall Road Toronto, ON M4N 3G7	Common	50	0.001%
CEDE & Co. PO Box 20 Bowling Green Station New York, NY 10004	Common	536,989	12.669%
Clinton Magnolia Masterfund, Ltd. c/o Clinton Group, Inc. 9 West 57th Street New York, NY 10019	Preferred	675,000	2.379%

In re Game Trading Technologies, Inc.

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Clinton Special Opportunities Masterfund c/o Clinton Group, Inc. 9 West 57th Street New York, NY 10019	Preferred	75,000	2.643%
Daniel Hardie 202-1177 Yonge Street Toronto, ON M4T 2Y4	Common	50	0.001%
Debra Hawkins 597 Mount Pleasant Road Brantford, ON N3T 5L5	Common	50	0.001%
Doug Seaman 5982 Campbell Drive Halifax, NS B3H 1E3	Common	50	0.001%
Duncan Shireff 35 Mildenhall Road Toronto, ON M4N 3G7	Common	50	0.001%
Erin Shireff 38 Mildenhall Road Toronto, ON M4N 3G7	Common	50	0.001%
Evan White 6090 Inglis Street Halifax, NS B3H 1L5	Common	50	0.001%
Evolution Corporate Advisors, LLC 40 East 88th Street New York, NY 10128	Common	300,000	7.078%
Ian McKinnon #1006 25 Scrivener Square Toronto, ON M4W 3Y6	Common	50	0.001%
Intermix Holdings Limited Geneva Place #333 Waterfront Drive Road Town, Tortola	Common	6,667	0.157%
Jamie Metz 200 Willett Apt 421 Halifax, NS B3M 3C5	Common	50	0.001%
Jean Shireff 36 Mildenhall Road Toronto, ON M4N 3G7	Common	50	0.001%

Sheet 1 of 4 continuation sheets attached to the List of Equity Security Holders

In re Game Trading Technologies, Inc.

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Jeffrey A. Grossman 35 Rochelle Drive New City, NY 10956	Common	6,250	0.147%
Jeffrey A. Grossman c/o Meyers Associates L.P. 45 Broadway 2nd Floor New York, NY 10006	Preferred	12,500	0.440%
John Hays 18924 Graystone Road White Hall, MD 21161	Common	315,000	7.431%
Joseph Adams 5568 Fenwick Street Halifax, NS B3H 1P8	Common	50	0.001%
Kelsey Shannon 2555 Beech Street Halifax, NS B3L 2X9	Common	50	0.001%
Kingsbrook Opportunities Master Fund LP c/o Kingsbrook Partners LP 590 Madison Avenue 27th Floor New York, NY 10022	Preferred	112,500	3.965%
L. Michael Coolican 5218 Smith Street Halifax, NS B3H 1M2	Common	50	0.001%
Lenore Bromley 200-1479 Lower Water Halifax, NS B3J 3Z3	Common	50	0.001%
Matthew M. Hayden c/o Meyers Associates L.P. 45 Broadway 2nd Floor New York, NY 10006	Preferred	112,500	3.965%
Meir Duke c/o Meyers Associates L.P. 45 Broadway 2nd Floor New York, NY 10006	Preferred	50,000	1.762%
Melanie Cole 2114 Robie Street, Apt 1 Halifax, NS B3K 4M4	Common	50	0.001%

Sheet 2 of 4 continuation sheets attached to the List of Equity Security Holders

In re Game Trading Technologies, Inc.

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Meridian Venture Group LLC c/o Meyers Associates L.P. 45 Broadway 2nd Floor New York, NY 10006	Preferred	37,500	1.321%
Michael Quackenbush 1670 Henry Street Halifax, NS B3H 3K3	Common	50	0.001%
Oliver Brown 200-1479 Lower Water Halifax, NS B3H 3S7	Common	50	0.001%
Peter Aitken 597 Mount Pleasant Road Brantford, ON N3T5L5	Common	50	0.001%
PM Aitken Capital 597 Mount Pleasant Road Brantford, ON N3T 5L5	Common	50	0.001%
Robert Seguso c/o Meyers Associates L.P. 45 Broadway 2nd Floor New York, NY 10006	Preferred	25,000	0.881%
Rodney Hillman 10957 McCormick Road Hunt Valley, MD 21031	Common	315,000	7.431%
Rodney Hillman 10957 McCormick Road Hunt Valley, MD 21031	Common	2,200,000	51.902%
Rodney Hillman 3201 Gloucester Drive Fallston, MD 21047	Common	315,000	7.431%
Rodney Hillman 10957 McCormick Road Hunt Valley, MD 21031	Preferred	50,000	1.762%
Saarah Murrant 2860 Connaught Ave Halifax, NS B3L 2A1	Common	50	0.001%
Sehba Kudiya 245 E. 40th Steet #9H New York, NY 10016	Common	15,000	0.354%

Sheet 3 of 4 continuation sheets attached to the List of Equity Security Holders

In re Game Trading Technologies, Inc.

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Seremms, LLC c/o Spotlight Advisors, LLC 9 West 57th Street 26th Floor New York, NY 10019	Preferred	75,000	2.643%
Thomas Baxter 6284 Seaforth Street Halifax, NS B3L 1P9	Common	50	0.001%
Tom Cooley 2555 Beech Street Halifax, NS B3L 2X9	Common	50	0.001%
Vision Opportunity Master Fund, Ltd. c/o Vision Capital Advisors, Ltd. 20 West 55th Street 5th Floor New York, NY 10019	Preferred	1,500,000	52.863%
Vision Opportunity Master Fund, Ltd. 20 West 55 Street, 5 Floor New York, NY 10019	Common	127,500	3.008%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Restructuring Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date January 30, 2012Signature /s/ Marc S. Weinsweig

Marc S. Weinsweig
Chief Restructuring Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
District of Maryland**

In re **Game Trading Technologies, Inc.**

Debtor(s)

Case No. _____

Chapter **11**

VERIFICATION OF CREDITOR MATRIX

I, the Chief Restructuring Officer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **January 30, 2012**

/s/ Marc S. Weinsweig

Marc S. Weinsweig/Chief Restructuring Officer

Signer/Title

Bank of America NA
PO Box 45144
FL9-100-04-24 Building 100 4th Floor
Jacksonville, FL 32232-9923

Best Buy Stores LP
PO Box 9312
Minneapolis, MN 55440

Bruce Meyers
C/O Meyers Associates L.P.
45 Broadway 2nd Floor
New York, NY 10006

Clinton Magnolia Masterfund, LTD.
C/O Clinton Group Inc.
9 West 57th St.
New York, NY 10019

Clinton Special Opportunities Masterfund
C/O Clinton Group Inc.
9 West 57th St.
New York, NY 10019

Commercial Lines
HMS Insurance Associates Inc.
20 Wight Avenue Suite 300
Hunt Valley, MD 21030

Eric Salzman
Lehman Brothers Holdings Inc.
1271 Avenue of the Americas 38th Floor
New York, NY 10020

Gamers Factory, Inc.
10957 McCormick Road
Hunt Valley, MD 21031

Gregg Smith
40 East 88th St.
New York, NY 10128

Investors Stock Daily, Inc.
400 Andrews St.
Harro East Bldg. Suite 215
Rochester, NY 14604

Island Stock Transfer
100 Second Avenue South
Suite 705S
St. Petersburg, FL 33701

Jack Koegel
6050 Blvd East Unit 8-H
West New York, NJ 07093

Jeffrey A. Grossman
C/O Meyers Associates L.P.
45 Broadway 2nd Floor
New York, NY 10006

John Hays
10957 McCormick Road
Hunt Valley, MD 21031

Kingsbrook Opportunities
C/O Kingsbrook Partners LP
590 Madison St. 27th Floor
New York, NY 10022

Kingsbrook Opportunities Master Fund LP
C/O Kingsbrook Partners LP
590 Madison St. 27th Floor
New York, NY 10022

Kris Anderson
10957 McCormick Road
Hunt Valley, MD 21031

Liolios Group, Inc.
20371 Irvine Avenue
Suite A-100
Newport Beach, CA 92660

Mac Connor
10957 McCormick Road
Hunt Valley, MD 21031

Matthew M. Hayden
C/O Meyers Associates L.P.
45 Broadway 2nd Floor
New York, NY 10006

MDM Worldwide Solutions, Inc.
264 West 40th Street
Suite 602
New York, NY 10018

Meir Duke
C/O Meyers Associates L.P.
45 Broadway 2nd Floor
New York, NY 10006

Meridian Venture Group LLC
C/O Meyers Associates L.P.
45 Broadway 2nd Floor
New York, NY 10006

Merritt Bavar- VA, LLC
2066 Lord Baltimore Drive
Baltimore, MD 21244-2501

Meyers Associates L.P
45 Broadway 2nd Floor
New York, NY 10006

Michael DuGally
22 Hampshire Drive
Hudson, NH 03051

Michael Dugally
40 Nouvelle Way
Natick, MA 01760

Michael Zimmerman
623 Fifth Avenue - 32nd Floor
New York, NY 10022

North Mohawk Capital, LLC
27 North Moore Street #2A
New York, NY 10013

PrecisionIR, Inc.
Lockbox 7391
P.O. Box 8500
Philadelphia, PA 19178-7391

Recycle Rewards, Inc.
380 East Bayfront Parkway
Erie, PA 16507

redbox
1 Tower Lane
Suite 1200
Oakbrook Terrace, IL 60181

Richard J. Leimbach
199 Zachary Drive
Westminster, MD 21157

Rick Miller
10957 McCormick Road
Hunt Valley, MD 21031

Robert Seguso
C/O Meyers Associates L.P.
45 Broadway 2nd Floor
New York, NY 10006

Rodney Hillman
10957 McCormick Road
Hunt Valley, MD 21031

RR Donnelley
P. O. Box 905151
Charlotte, NC 28290-5151

Seremma, LLC
C/O Spotlight Advisors LLC
9 West 57th St. 26th Floor
New York, NY 10019

Shirley Hays
10957 McCormick Road
Hunt Valley, MD 21031

Sichenzia Ross Friedman Ference LLP
61 Broadway, 32nd FL
New York, NY 10006

Sovereign Bancorp LTD
C/O Travelers Palm Resort
Palm Avenue Sunset Crest, St. James Barb

Standard & Poors Financial Services LLC
55 Water Street
34th Floor
New York, NY 10041-0003

Todd Hays
10957 McCormick Road
Hunt Valley, MD 21031

Tom Hays
10957 McCormick Road
Hunt Valley, MD 21031

Tom Wobber
1603 Guildford Lane
York, PA 17404

Victor Bosnak
10957 McCormick Road
Hunt Valley, MD 21031

Vision Capital Advisors, Lilac
20 West 55th Street 5th Floor
New York, NY 10019

Vision Opportunity Master Fund, LTD.
C/O Vision Capital Advisors, Ltd.
20 West 55th St 5th Floor
New York, NY 10019