

RECONFIRMATION OF PURCHASE ORDER AND STANDSTILL AGREEMENT

May 21, 2015

NAME/ADDRESS OF LICENSOR

Mr. John Popadiuk
Zidware Inc.
39 Sangra Court
Streamwood, Illinois
60107

ATTORNEY FOR LICENSEE

Mr. Jordan Litwin
Meltzer, Purtill & Stelle, LLC
300 S. Wacker Drive, Suite 2300
Chicago, Illinois 60606

BACKGROUND

Zidware, Inc. ("Zidware" or the "Company") is a designer and manufacturer of pinball machines. The Company has been in business since 2009 and it has been predominately working on 3 games, namely: Magic Girl™ ("MG"), Retro Atomic Zombie Adventureland™ ("RAZA") and Alice in Wonderland The Pinball™ ("AIW"). The Company is headquartered in a leased facility in Streamwood, Illinois and has historically operated at a deficit and relied on deposits from purchasers of machines and shareholder loans to fund its operations. After 4 years, the Company still has not been able to produce one machine to deliver to its customers so the Company is unable to secure any additional operating cash.

As a result of the foregoing, Zidware is facing difficulty in generating sufficient cash flow to meet its obligations as they become due. Zidware concluded that it had to have help to take the designs that had been created and get them into production or the Company would be forced to pursue a Chapter 7 bankruptcy liquidation.

PLAN OF ACTION/NEED FOR RECONFIRMATION AND STANDSTILL

Zidware has signed an exclusive license agreement with a third-party pinball design company ("Licensee") who has the business expertise to bring these games to production. The Licensee is open to fulfilling orders from Zidware customers (including providing credits for deposits made to Zidware) provided that each customer reaffirm his or her interest in obtaining the ordered products or converting to other products and providing any outstanding payment upon finalization of pricing, together with his or her commitment to standstill from bringing any action related to outstanding orders. The Licensee will be hiring Zidware's founder as a consultant (in such capacity, "Consultant") to assist Licensee in the completion of the design of the games, and a standstill agreement is important to ensure that Consultant is not needlessly distracted by demands or litigation during this critical time.

INSTRUCTIONS FOR COMPLETION OF CERTIFICATION

Please complete the below Certification and return it to Licensee's attorney (i) by mail at 300 S. Wacker Drive, Suite 2300, Chicago, Illinois 60647 (ii) by email to jlitwin@mpslaw.com or (iii) by fax to: (312) 987-9854 (Attn: Jordan Litwin). **Completed Certifications must be received by June 1, 2015.**

CERTIFICATION

The undersigned, a Purchaser/Creditor of Zidware Inc. does hereby acknowledge receipt of a Reconfirmation of Purchase Order and Standstill Agreement.

The undersigned does hereby confirm the below ordered item(s) by executing and returning the attached agreement so that the Licensee can most effectively plan production of products available to Zidware customers. The final cost of machines and date of delivery remains to be determined. The Purchaser/Creditor will have the ability to make final decision on the quantity and type of machine to be delivered upon those details being made available.

Zidware Purchase Orders:

Magic Girl™	Quantity: _____	Zidware Deposit: \$ _____
Retro Atomic Zombie Adventureland™	Quantity: _____	Zidware Deposit: \$ _____
Alice in Wonderland The Pinball™	Quantity: _____	Zidware Deposit: \$ _____

Reconfirmation of Purchase Order – MG:

_____ Yes, I would like to reconfirm my order(s) for a Magic Girl™–Collector’s Edition (limited to 199), at a price of USD \$15,995. My deposits to Zidware will be converted 1:1 into a Magic Girl™–Collector’s Edition.

Conversion Options – RAZA & AIW:

For Retro Atomic Zombie Adventureland™ and Alice in Wonderland The Pinball™ purchasers only.

_____ Yes, I would like to convert my order(s) for RAZA and/or AIW to a Magic Girl™–Collector’s Edition (limited to 199), at a price of USD \$15,995. My deposit(s) to Zidware will be converted 1:1 into a Magic Girl™-Collector’s Edition.

_____ Yes, I would like to convert my order(s) for RAZA and/or AIW to a Magic Girl™–Classic, at a price range of (USD \$9,995 to \$11,995). My deposit(s) to Zidware will be converted 1:2 into a Magic Girl™–Classic.

_____ No, I would like to wait for the possibility of production of RAZA and/or AIW machine(s) which I originally ordered. Prices and credits yet to be determined.

The Purchaser/Creditor covenants and agrees with Zidware and Licensee that, pending development and completion of a master prototype of games, and for greater certainty during the period commencing on the date of execution of this Agreement and ending on the earlier of:

- (i) delivery of the product(s) or
- (ii) four (4) years

the Purchaser/Creditor shall not cause interference or delay with the delivery of games by Licensee and the Purchaser/Creditor will not bring any action for money damages or specific performance (or shall immediately dismiss, if any such action has been taken) against Zidware, the Licensee, any manufacturer utilized by Zidware or Licensee, or any of their directors, officers, members or shareholders.

The undersigned hereby represents that the amount set opposite its signature is a true and correct statement of the amount of deposit provided to Zidware for outstanding products and that it has voluntarily agreed to the standstill provisions set forth in this Certification.

Dated this _____ day of May, 2015.

AMOUNT OF DEPOSIT TO ZIDWARE

USD \$ _____
(Attach proof of deposit)

Name of Purchaser

Street Address

City and State/Province

Zip/Postal Code and Country

Telephone No. with Country & Area Code

Email Address