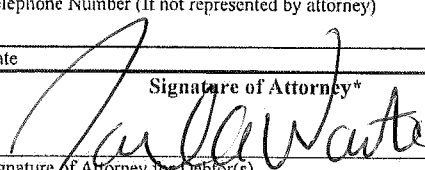
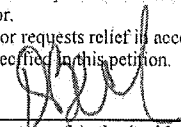


Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): MiddleBrook Pharmaceuticals, Inc.
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this 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.</p> <p>[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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p>X _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X  _____ Signature of Attorney for Debtor(s)</p> <p>Joel A. Waite (Bar No.2925) Printed Name of Attorney for Debtor(s)</p> <p>Young Conaway Stargatt & Taylor LLP Firm Name</p> <p>100 West Street, 17th Floor Wilmington, DE 19801 Address</p> <p>(302) 571-6600 Telephone Number</p> <p>April 30, 2010 Date</p> <p><small>*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.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>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</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>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.</small></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>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.</p> <p>X  _____ Signature of Authorized Individual</p> <p>David Becker Printed Name of Authorized Individual</p> <p>CFO and Acting CEO of MiddleBrook Pharmaceuticals, Inc. Title of Authorized Individual</p> <p>April 30, 2010 Date</p>	

CERTIFICATE OF SECRETARY
OF
MIDDLEBROOK PHARMACEUTICALS, INC.

I, Brad Cole, certify that I am the duly elected and qualified Secretary of MiddleBrook Pharmaceuticals, Inc., a Delaware Corporation (the "Company").

Pursuant to the authority granted to me in the Company's Certificate of Incorporation, as amended, I hereby certify that the resolutions set forth below were duly adopted by the Company's Board of Directors at a meeting duly called on April 28, 2010. The resolutions of the Board of Directors of the Company set forth below have not been amended, modified or rescinded and remain in full force and effect.

WHEREAS, the Board of Directors (the "Board") of MiddleBrook Pharmaceuticals, Inc. (the "Company") has determined that the Company does not have sufficient funds to pay its debts and does not have the ability to refinance such debts, and it has been proposed that the Company file a petition seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, stockholders, and other interested parties, that a petition be filed by the Company seeking relief under the provisions of the Bankruptcy Code;

FURTHER RESOLVED, that David Becker, the Company's Executive Vice President and Chief Financial Officer and Acting President and Chief Executive Officer, and Brad Cole, the Company's Senior Vice President, General Counsel and Secretary, are each hereby appointed as an "Authorized Officer" of the Company and is authorized and directed, for and on behalf of and in the name of the Company, to execute and verify or certify a petition under the Bankruptcy Code and to cause the same to be filed with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") at such time as such officer executing the same shall determine;

FURTHER RESOLVED, that the Authorized Officers, and such other officers as the Board shall from time to time designate, be, and they hereby are, authorized and empowered to execute and file all petitions, schedules, lists, and other papers and to take any and all action that they may deem necessary or proper to commence and administer the case under the Bankruptcy Code, and in that connection to retain and employ all assistance by attorneys, investment bankers, accountants and other professionals that they may deem necessary or proper with a view to the successful administration of the case under the Bankruptcy Code; and

FURTHER RESOLVED, that the law firms of Alston & Bird LLP, One Atlantic Center, 1201 West Peachtree Street, Atlanta, GA 30309-3424 and Young, Conaway Stargatt & Taylor LLP, The Brandywine Building, 1000 West Street, 17 Floor,

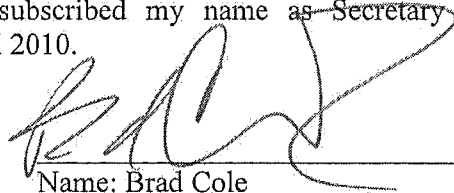
Wilmington, Delaware 19801 be employed as counsel for the Company, and all related debtors, for the purposes of its case under the Bankruptcy Code and otherwise.

FURTHER RESOLVED, that the Authorized Officers are authorized and directed to do and perform or cause to be done and performed, all such acts, deeds and things, to pay or cause to be paid, all fees, costs and expenses, and to make, execute and deliver or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments and certificates in the name and on behalf of the Company or otherwise as any such Authorized Officer deems necessary or desirable in order to effectuate or carry out fully and expeditiously the purpose and intent of each and all of the foregoing resolutions; and

FURTHER RESOLVED, that the authority given in these resolutions is retroactive and any and all acts authorized herein performed before the passage of these resolutions are ratified and affirmed.

[Signature follows on next page.]

IN WITNESS THEREOF, I have hereunto subscribed my name as Secretary of MiddleBrook Pharmaceuticals, Inc. this 28th day of April 2010.

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

Name: Brad Cole
Title: Secretary

[Signature Page to Certificate of Secretary of MiddleBrook Pharmaceuticals, Inc.]

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:) Chapter 11
))
MIDDLEBROOK PHARMACEUTICALS,) Case No. 10-_____ ()
INC.,¹))
))
))

Debtor.)

**LIST OF CREDITORS HOLDING THE THIRTY
LARGEST UNSECURED CLAIMS AGAINST THE DEBTOR**

The following is the list of creditors (the “**List of Creditors**”) holding the thirty (30) largest unsecured claims against MiddleBrook Pharmaceuticals, Inc., the above-captioned debtor and debtor in possession (“**MiddleBrook**”). The List of Creditors reflects the estimated amounts owed by the Debtor as of April 30, 2010 (the “**Petition Date**”), as reflected in the Debtor’s books and records, and may not reflect the actual amounts owing by the Debtor as of the Petition Date.

The Debtor takes no position at this time regarding whether any of the parties included in the List of Creditors are “insiders” of the Debtor, as that term is defined in section 101(31) of Title 11 of the United States Code (the “**Bankruptcy Code**”), and the inclusion in or exclusion from this List of Creditors of any person or entity shall not constitute an admission by, nor shall it be binding on, the Debtor in any respect. The Debtor expressly reserves the right to, in its sole discretion, challenge the validity, priority and/or amount of any obligation reflected herein.

¹ The last four digits of the Debtor’s taxpayer identification number are 8264. The Debtor’s mailing address is 7 Village Circle, Suite 100, Westlake, Texas 76262.

MIDDLEBROOK PHARMACEUTICAL, INC.'S THIRTY LARGEST UNSECURED CREDITORS

<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>
Par Pharmaceutical, Inc. 300 Tice Blvd. Woodcliff Lake, NJ 07677	Par Pharmaceutical, Inc. Attn: Barry Gilman & Thomas J. Haughey, General Counsel 300 Tice Blvd. Woodcliff Lake, NJ 07677 Ph: (201) 802-4630 Fax: 201-802-4698	Development Agreement/Contract	Disputed and Unliquidated	
Seneca Meadows Corporate Center II, L.L.C. 9108 Gaither Rd. Gaithersburg, MD 20877	Seneca Meadows Corporate Center II, L.L.C. Attn: Mr. Paul N. Chod 9108 Gaither Rd. Gaithersburg, MD 20877 Ph: (240) 912-0200 Fax: (240) 912-0162	Lease/Rent	Disputed and Subject to Setoff	\$3,789,020.56
Seneca Meadows Corporate Center III, L.L.L.P. 20457 Seneca Meadows Pkwy. Germantown, MD 20876	Seneca Meadows Corporate Center III, L.L.L.P. Attn: Mr. Paul N. Chod 20457 Seneca Meadows Pkwy. Germantown, MD 20876 Ph: (240) 912-0200 Fax: (240) 912-0162	Lease/Rent	Disputed and Subject to Setoff	\$665,242.37
Seneca Meadows Corporate Center III, L.L.L.P. 20458 Seneca Meadows Pkwy. Germantown, MD 20876	Seneca Meadows Corporate Center III, L.L.L.P. Attn: Mr. Paul N. Chod 20458 Seneca Meadows Pkwy. Germantown, MD 20876 Ph: (240) 912-0200 Fax: (240) 912-0162	Promissory Note	Disputed and Subject to Setoff	\$472,592.32
McKesson Drug Company One Post St. San Francisco, CA 94104-5296	McKesson Drug Company Attn: Chris Alverson One Post St. San Francisco, CA 94104-5296 Ph: (415) 983-8300 Fax: 916-267-2715	Distribution Services Agreement/Contract		\$372,873.84
CEPH International Corp. (Patheon) PO Box 2790 Carolina, PR 00984-2790	CEPH International Corp. (Patheon) Attn: David Field & Mr. Clive Bennett, President PO Box 2790 Carolina, PR 00984-2790 Ph: (787) 743-1193 Fax: (787) 258-1794 E-mail: cbennett@patheon.com	Trade Debt		\$307,617.48

MIDDLEBROOK PHARMACEUTICAL, INC.'S THIRTY LARGEST UNSECURED CREDITORS

<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>
Stada Production Ireland Ltd. Phamaceutical Manufacturers Waterford Rd. Clonmel Co. Tipperary, IR 77701	Stada Production Ireland Ltd. Attn: Paul Shefflin Phamaceutical Manufacturers Waterford Rd. Clonmel Co. Tipperary, IR 77701 Ph: 00 353 87 25 9789 Fax: 00 353 52 61 77798	Trade Debt		\$219,971.81
Almac Pharma Services 22 Seagoe Industrial Estate Craigavon, UK BT63 5QD	Almac Pharma Services Attn: Dr. Stephen Barr, President & Managing Director 22 Seagoe Industrial Estate Craigavon, UK BT63 5QD Ph: 44 (0) 28 3833 2200 Fax: 44 (0) 28 3836 3300	Trade Debt		\$178,543.00
Cardinal Health Pharmaceutical Supply Chain PO Box 641231 Pittsburg, PA 15264-1231	Cardinal Health Attn: Lauren Fields Pharmaceutical Supply Chain PO Box 641231 Pittsburg, PA 15264-1231 Ph: (614) 757-7651 Fax: (614) 652-4544	Distribution Services Agreement & Copay Assistance		\$175,000.00
The Nasdaq Stock Market LLC 9600 Blackwell Rd., 3d Floor Rockville, MD 20850	The Nasdaq Stock Market LLC Attn: Nasdaq Office of the General Counsel 9600 Blackwell Rd., 3d Floor Rockville, MD 20850 Ph: (301) 978 8400 Fax: (301) 978 8471	Listing Fee		\$68,500.00
Physicians Desk Reference, Inc. PO Box 95179 Chicago, IL 60694-5179	Physicians Desk Reference, Inc. Attn: Nick Clark & Andrew Gelman, General Counsel PO Box 95179 Chicago, IL 60694-5179 Ph: (201) 358-7427 Fax: (201) 722-2686 E-mail: nick.clark@thomsonreuters.com	Trade Debt		\$37,000.00
Dendrite PO BOX 281414 Atlanta, GA 30384-1414	Dendrite Attn: Gary Glotz PO BOX 281414 Atlanta, GA 30384-1414 Ph: (804) 230-5033 Fax: (804) 267-1746	Trade Debt		\$31,321.21

MIDDLEBROOK PHARMACEUTICAL, INC.'S THIRTY LARGEST UNSECURED CREDITORS

<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>
Sandoz GmbH Industriestrasse 25 D-83607 Holzkirchen, Germany	Sandoz GmbH Attn: Christina Ackermann, Global Head of Legal & General Counsel Industriestrasse 25 D-83607 Holzkirchen, Germany Ph: +49 (0) 8024 476-0 Fax: +49 (0) 8024 476-2599	Trade Debt		\$30,730.70
Compliance Implementation Services (CIS) Rosetree Corporate Center II 1400 North Providence Rd., Suite 3005 Media, PA 19063	Compliance Implementation Services (CIS) Attn: Toni Barsh, Co-Founder and VP Rosetree Corporate Center II 1400 North Providence Rd., Suite 3005 Media, PA 19063 Ph: (484) 445-7200 Fax: (610) 565-7010	Trade Debt		\$27,234.33
U-Haul International PO Box 52128 Phoenix, AZ 85072-2128	U-Haul International Attn: Todd Taylor PO Box 52128 Phoenix, AZ 85072-2128 Ph: (972) 263-8357 Fax: (972) 269-4002 E-mail: todd_taylor@uhaul.com	Rent for Storage Unit Space		\$24,834.34
QPharma Corp. 22 South St. Morristown, NJ 07960	QPharma Corp. Attn: Mike Strubbe & Reno Amadori 22 South St. Morristown, NJ 07960 Ph: (973) 656-0011 Fax: (973) 656-0408 E-mail: reno.amadori@qpharmacorp.com	Trade Debt		\$21,870.62
American Stock Transfer & Trust Co 59 Maiden Lane - Plaza Level New York, NY 10038-4502	American Stock Transfer & Trust Co Attn: Maritza Merced 59 Maiden Lane - Plaza Level New York, NY 10038-4502 Ph: (212) 444-1213 Fax: (212) 444-1212	Stock Transfer Fees		\$19,218.25

MIDDLEBROOK PHARMACEUTICAL, INC.'S THIRTY LARGEST UNSECURED CREDITORS

<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>
PPD Medical Communications 3151 South 17th St. Wilmington , NC 28412-6461	PPD Medical Communications Attn: Vivian Broach, VP of Operations 3151 South 17th St. Wilmington , NC 28412-6461 Ph: (919) 768-9478 Fax: (910) 762-5820	Trade Debt		\$19,000.00
Bowne Virtual Data Room 500 West Madison, Suite 3200 Chicago, IL 60661	Bowne Virtual Data Room Attn: Kim Montalto 500 West Madison, Suite 3200 Chicago, IL 60661 Ph: (312) 681-6189 Fax: (312) 681-6200	Virtual Data Room Fees		\$16,000.00
Minkoff Development Corporation 20457 Seneca Meadows Pkwy. Germantown, MD 20876	Minkoff Development Corporation Attn: Mr. Paul N. Chod 20457 Seneca Meadows Pkwy. Germantown, MD 20876 Ph: (240) 912-0200 Fax: 240-912-0162	Miscellaneous Maintenance Expense	Disputed and Subject to Setoff	\$15,117.54
Atlas Van Lines, Inc. 1212 St George Rd. Evansville, IN 47711	Atlas Van Lines, Inc. Attn: Marian Weillert Sauvey, General Counsel 1212 St George Rd. Evansville, IN 47711 Ph: (812) 424-2222 Fax: (812) 421-7129	Rental Fees for Moving from MD to TX		\$11,989.89
VCG & Associates, Inc. PO Box 6530 Holliston, MA 01746	VCG & Associates, Inc. Attn: Brad Fleahman PO Box 6530 Holliston, MA 01746 Ph: (218) 751-9121 Fax: (218) 751-9125	Consulting Fees		\$10,432.30
Lebhar-Friedman, Inc. PO BOX 405568 Atlanta, GA 30384-5568	Lebhar-Friedman, Inc. Attn: Barbara Hochberg PO BOX 405568 Atlanta, GA 30384-5568 Ph: (212) 756-5025 Fax: (813) 627-6909 E-mail: bhochber@lf.com	Advertising Fees		\$10,300.00
Metro Exhibits, LLC 180 Passaic Ave. Fairfield, NJ 07004	Metro Exhibits, LLC Attn: Phil Zamloot 180 Passaic Ave. Fairfield, NJ 07004 Ph: (973) 575-9100 ext. 14 Fax: (973) 575-9142	Trade Debt		\$9,832.50

MIDDLEBROOK PHARMACEUTICAL, INC.'S THIRTY LARGEST UNSECURED CREDITORS

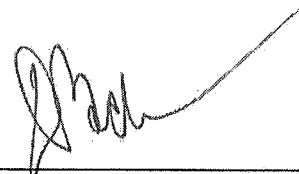
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, 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>
Shareholder.com 12 Clock Tower Place Maynard, MA 01754	Shareholder.com Attn: Douglas Ventola 12 Clock Tower Place Maynard, MA 01754 Ph: (978) 371-9595 Fax: (978) 897-3739	Corporate Website Hosting & Database Fees		\$9,735.64
Faircount, LLC 701 N. Westshore Blvd. Tampa, FL 33609	Faircount, LLC Attn: Ross Jobson 701 N. Westshore Blvd. Tampa, FL 33609 Ph: (813) 639-1900 Fax: (813) 639-4344	Marketing and Advertising		\$6,000.00
Harold R. Werner Health Care Ventures LLC 44 Nassau Street Princeton, NJ 08542-4511	Harold R. Werner Attn: Harold R. Werner Health Care Ventures LLC 44 Nassau Street Princeton, NJ 08542-4511 Ph: (609) 430-3900 Fax: (609) 430-9525 E-mail: hwerner@hcven.com	Board Member Fees		\$5,500.00
Martin A. Vogelbaum 152 West 57 St. 23rd Fl. c/o RHO Capital Partners New York, NY 10019	Martin A. Vogelbaum Attn: 152 West 57 St. 23rd Fl. c/o RHO Capital Partners New York, NY 10019 Ph: (212) 848-0423 Fax: (212) 751-3613	Board Member Fees		\$5,500.00
Paul, Hastings, Janofsky & Walker LLP 191 N Wacker Dr., 30th Floor Chicago, IL 60606	Paul, Hastings, Janofsky & Walker LLP Attn: Daniel J. Perlman 191 N Wacker Dr., 30th Floor Chicago, IL 60606 Ph: (312) 499-6000 Fax: (312) 499-6100 E-mail: danielperlman@paulhastings.com	Professional Fees		\$5,500.00
Automatic Data Processing, Inc. 504 Clinton Center Dr., Suite 4400 Clinton, MS 39056	Automatic Data Processing, Inc. Attn: Blair McQuillen 504 Clinton Center Dr., Suite 4400 Clinton, MS 39056 Ph: (301) 296-7704 Fax: (240) 206-3208 E-mail: blair_mcquillen@adp.com	Payroll Services		\$3,738.22

**DECLARATION REGARDING THE LIST OF CREDITORS
HOLDING THE THIRTY LARGEST UNSECURED CLAIMS AGAINST THE DEBTOR**

I, David Becker, Chief Financial Officer and Acting President and Chief Executive Officer of MiddleBrook Pharmaceuticals, Inc. (the “Debtor”), am familiar with the financial affairs of the Debtor. I declare under penalty of perjury that I have read and reviewed the foregoing List of Creditors Holding the Thirty Largest Unsecured Claims Against the Debtor and that the information included therein is true and correct to the best of my knowledge, information, and belief.

Date April 30, 2010

Signature



David Becker
Chief Financial Officer and Acting
President and Chief Executive Officer
MiddleBrook Pharmaceuticals, Inc.

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.