

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
ATARI, INC., <i>et al.</i> , ¹)	Case No. 13-10176 (JMP)
)	
Debtors.)	(Jointly Administered)

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
COOLEY LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF ATARI INC., *ET AL.*,
NUNC PRO TUNC TO FEBRUARY 8, 2013**

Upon the application (the "Application"),² filed February 20, 2013, of the Official Committee of Unsecured Creditors (the "Committee") of Atari Inc., *et al.*, as debtors and debtors-in-possession in these proceedings (the "Debtors"), to retain Cooley LLP ("Cooley") as its counsel, *nunc pro tunc* to February 8, 2013, pursuant to section 1103 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2014 of the Federal Rules of Bankruptcy Procedure and Rule 2014-1 of the Local Rules; and it appearing that the Court has jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and due notice of the Application having been provided to the Office of the United States Trustee, counsel for the Debtors, counsel to the Debtors' postpetition lender, and any other party having filed with the Court a request for notice; and it appearing that no other or further notice need be provided; and it appearing that no objections to the relief requested having been filed with the Court; and after reviewing the Affidavit of Jeffrey L. Cohen (the "Cohen Affidavit"), a partner of the law firm of Cooley, in support of the Application and

¹ The Debtors are Atari, Inc., Atari Interactive, Inc., Humongous, Inc., and California U.S. Holdings, Inc.

² Any capitalized term not defined herein shall have the meaning ascribed to it in the Application.

the other motions, pleadings, and papers filed in this case, together with the representations and deliberations on the record, the Court finds that (i) the proposed employment of Cooley as counsel for the Committee is in the best interest of the Committee and the Debtor's bankruptcy estate, and (ii) Cooley and its partners, counsel and associates do not represent or hold any interest adverse to the Committee or Debtors' estates and are disinterested under section 101(14) of the Bankruptcy Code, as modified by section 1103(b) of the Bankruptcy Code; and upon all of the proceedings had before the Court, it is hereby

ORDERED that the Application is granted to the extent provided herein pursuant to section 1103 for the purposes set forth in the Application and the Cohen Affidavit, effective as of February 8, 2013, being the date the Committee elected to retain Cooley; and it is further

ORDERED, that Cooley shall be compensated in accordance with and will file interim and final fee applications for allowance of its compensation and expenses and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, any Order entered in this case establishing procedures for interim compensation and reimbursement of expenses of professionals retained in this case, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (promulgated pursuant to General Order M-447 of Chief Bankruptcy Judge Cecelia G. Morris, dated January 29, 2013), and the United States Trustee Fee Guidelines (collectively, the "Fee Guidelines"); and it is further

ORDERED, that Cooley shall be reimbursed only for reasonable and necessary expenses as provided by the Fee Guidelines; and it is further

ORDERED, that ten business days' notice must be provided by Cooley to the Debtors, the United States Trustee and any official committee prior to any increases in the rates

set forth in the Application, and such notice must be filed with the Court, and the United States Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code; and it is further

ORDERED, that to the extent the Application is inconsistent with this Order, the terms of this Order shall govern; and it is further

ORDERED that this Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: New York, New York
March 6, 2013

s/ James M. Peck
HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE