

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

In re:)
) Chapter 11
)
ATARI, INC., *et al.*,) Case No. 13-10176 (JMP)
)
)
Debtors.¹) (Jointly Administrated)
)

**ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF AKIN GUMP
STRAUSS HAUER & FELD LLP AS COUNSEL TO THE DEBTORS
AND DEBTORS IN POSSESSION *NUNC PRO TUNC* TO FEBRUARY 6, 2013**

Upon the application (the "Application")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order authorizing the Debtors to employ and retain Akin Gump Strauss Hauer & Feld LLP ("Akin Gump") as their counsel *nunc pro tunc* to February 6, 2013, pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2014(a), 2016 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Rule 2014-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"); and upon the Dizengoff Declaration attached to the Application as **Exhibit B**; and the Court having jurisdiction pursuant to sections 157 and 1334 of title 28 of the United States Code to consider the Application and the relief requested therein; and venue being proper in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and the Court being satisfied that notice of this Application and the opportunity for a hearing on this Application was appropriate

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer identification number, are: Atari, Inc. (9915), Atari Interactive, Inc. (5411), California U. S. Holdings, Inc. (6093) and Humongous, Inc. (4104).

² Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Application.

under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Dizengoff Declaration, that Akin Gump does not represent or hold any interest adverse to the Debtors or their estates as to the matters upon which Akin Gump has been and will be employed, and that Akin Gump is a “disinterested person” as such term is defined in Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), and as required under Bankruptcy Code section 327(a); and the Court having determined that the relief sought in the Application is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having heard the evidence and statements of counsel regarding the Application and having determined that the legal and factual bases set forth in the Application and in the Dizengoff Declaration establish just cause for the relief granted herein

IT IS HEREBY ORDERED THAT:

1. The Application is approved to the extent set forth herein.
2. In accordance with Bankruptcy Code section 327(a) and, with respect to Akin Gump’s hourly rates, Bankruptcy Code section 328(a), with respect to employment on retainer, Bankruptcy Rules 2014(a), 2016, and 5002 and Local Rule 2014-1, the Debtors are hereby authorized to employ and retain Akin Gump as their counsel in these chapter 11 cases effective as of February 6, 2013, as contemplated by the Application.
3. Akin Gump shall apply for compensation and reimbursement in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, applicable provisions of the Bankruptcy Rules, the Local Rules, the guidelines established by the United States Trustee for the Southern District of New York, and such other procedures as may be fixed by order of this Court.

4. Akin Gump shall provide 10 business days' notice to the Debtors, the United States Trustee and the Official Committee of Unsecured Creditors 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 Bankruptcy Code section 330.

5. To the extent the Application is inconsistent with this Order the terms of this Order shall govern.

6. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

7. Notwithstanding any provision in this Order to the contrary, any payment authorized to be made, or any other authorization contained hereunder, shall be and hereby is subject in all respects to the terms and provisions of any and all orders of this Court authorizing the Debtors' use of cash collateral, including, without limitation, any budget(s) approved by the Court in connection therewith.

8. This Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation of this Order.

Dated: New York, New York
March 6, 2013

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