

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**ORDER GRANTING FIRST AND FINAL FEE APPLICATION
OF HUNTON & WILLIAMS LLP AS COUNSEL
TO THE DEBTORS AND DEBTORS-IN-POSSESSION**

Upon consideration of the final application (the “Application”)² of Hunton & Williams LLP (“H&W”), as counsel to the above-captioned debtors and debtors-in-possession (the “Debtors”), for allowance of compensation and reimbursement of expenses incurred during the period of January 21, 2013 through February 27, 2013; and a hearing (the “Hearing”) having been held before this Court to consider the Application; and due and adequate notice of the Application and the Hearing having been provided; and the Court being satisfied that no other or further notice of the Application and the Hearing need be provided; and the Court having determined it has jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. § 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and the Court having determined that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having determined that venue of these cases and the Application are proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due consideration having been given to the responses, if any, to the Application; and due consideration having been given to the statements of counsel at the Hearing; and it appearing from the statements of counsel

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

² Unless otherwise defined herein, all capitalized terms have the meanings ascribed to them in the Application.

that Hunton & Williams LLP has agreed to accept 60% of the fees and 100% of the expenses in full and final satisfaction of the amounts sought in the Application provided that such amounts are paid by wire transfer so as to be received by Hunton & Williams LLP prior to the close of business on the last business day of its fiscal year on March 29, 2013; and the Court having determined that compensation requested in the Application is fair and reasonable given: (a) the complexity of these chapter 11 cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of the services, and (e) the costs of comparable services other than in a case under Title 11 of the United States Code; and good and sufficient cause having been shown therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED** on a final basis to the extent set forth in the attached Schedules A and B pursuant to Bankruptcy Code section 330.
2. The Debtors are authorized and directed to pay the amounts awarded as detailed in the attached Schedules A and B, provided that the agreed upon fee discount shall apply if and only if payment is made to Hunton & Williams LLP by wire transfer so as to be received on or before 5:00 p.m. Eastern Time on March 29, 2013.
3. The Court shall retain jurisdiction over any and all disputes arising or otherwise relating to the interpretation, performance, and enforcement of the terms and provisions of this Order.

Dated: New York, New York
March 21, 2013

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

Schedule A(1)

CURRENT INTERIM PERIOD

January 21, 2013 through February 27, 2013

Case Number: 13-10176 (JMP)

Case Name: In re Atari, Inc., et al.

(1) Applicant	(2) Date/Document Number of Application	(3) Fees Requested	(4) Fees Awarded	(5) Fees to be Paid for Current Fee Period (net of agreed upon discount)	(6) Fees to be Paid for Prior Fee Period(s)	(7) Total Fees to be Paid (net of agreed upon discount)	(8) Interim Expenses Requested	(9) Expenses to be Paid for Current Fee Period
Hunton & Williams LLP	February 27, 2013 Docket No. 100	\$352,991.93	\$352,991.93	\$211,795.16 ¹	n/a	\$211,795.16 ¹	\$7,061.35	\$7,061.35

DATE ON WHICH ORDERED WAS SIGNED: 3/21/13

INITIALS: JMP, USBJ

¹ This amount reflects an agreed upon 40% discount of \$146,196.77, if paid prior to 5:00 p.m. on March 29, 2013.

Schedule B

FINAL FEE APPLICATION TOTALS

January 21, 2013 through February 27, 2013

Case Number: 13-10176 (JMP)

Case Name: In re Atari, Inc., et al.

(1) Applicant	(2) Total Fees Requested	(3) Total Fees Paid	(4) Total Expenses Requested	(5) Total Expenses Paid
Hunton & Williams LLP	\$352,991.93	\$211,795.16 ¹	\$7,061.35	\$7,061.35

DATE ON WHICH ORDERED WAS SIGNED: 3/21/13

INITIALS: JMP, USBJ

¹ This amount reflects an agreed upon 40% discount of \$146,196.77, if paid prior to 5:00 p.m. on March 29, 2013.