

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

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

**ORDER, PURSUANT TO BANKRUPTCY RULE 2004,
(I) DIRECTING THE PRODUCTION OF DOCUMENTS AND WITNESSES BY
(A) THE DEBTORS, (B) ATARI, S.A. AND ATARI EUROPE SAS, (C) ALDEN GLOBAL
DISTRESSED OPPORTUNITIES MASTER FUND, L.P. AND ITS AFFILIATES, AND
(D) BLUEBAY VALUE RECOVERY (MASTER) FUND LIMITED AND ITS
AFFILIATES, AND (II) AUTHORIZING THE ISSUANCE OF SUBPOENAS**

Upon the motion, dated April 26, 2013 (the "Motion"),² of the Official Committee of Unsecured Creditors (the "Committee") of Atari, Inc., et al., as debtors and debtors-in-possession (the "Debtors") seeking entry of an order, pursuant to section 105(a) of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), (i) directing the production of documents and the examination of individuals, corporate designee(s) or representative(s) of (a) the Debtors, (b) Atari, S.A. and Atari Europe SAS (collectively, the "Parent"), (c) Alden Global Distressed Opportunities Master Fund, L.P. and its affiliates (collectively, "Alden"), and (d) BlueBay Value Recovery (Master) Fund Limited and its affiliates (collectively, "BlueBay" and together with the Debtors, the Parent and Alden, the "Producing Parties") and (ii) authorizing the Committee to issue such other subpoenas for testimony and the production of documents as it deems appropriate in its Investigation; and the Court having reviewed the Motion and the Cohen

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 Motion.

Declaration; and that it appearing that notice of the Motion was good and sufficient under the circumstances and that no other or further notice need be given; and it appearing that the document requests and testimony sought from the Producing Parties is within the scope of permissible discovery under Bankruptcy Rule 2004; and after due deliberation thereon; and good cause appearing therefore, it is hereby

ORDERED, that the Motion is granted in its entirety; and it is further

ORDERED, that no later than May 15, 2013, the Producing Parties shall produce to the Committee the documents requested by the Committee in the Document Requests attached as **Exhibit A** hereto, including all responsive ESI from appropriate custodians. The Producing Parties shall also take immediate affirmative steps to preserve electronic correspondence, including, without limitation, any and all correspondence between and amongst BlueBay and its affiliates, the Debtors, the Parent and Alden and their representatives or employees; and it is further

ORDERED, that the Committee is authorized to take the oral examination of corporate designee(s) or representative(s) of the Producing Parties, to be selected by the Committee upon written notice. The oral examinations will take place as noticed by the Committee or at such times or adjourned times as shall be mutually agreed; and it is further

ORDERED, that the Committee is authorized to issue document and/or oral examination subpoenas to persons and entities as it deems appropriate in its Investigation; and it is further

ORDERED, that in the event that any Producing Party fails to comply with the provisions of this Order, the Committee shall be permitted to seek an immediate conference with the Court (either in person or telephonically), subject only to the Court's availability and

provided that the Committee shall have given such Producing Party at least one day's notice thereof; and it is further

ORDERED, that this Order is without prejudice to the rights of the Committee or other parties in interest to apply for further discovery of any other material witness or document.

Dated: May 1, 2013
New York, New York

/s/ James M. Peck

Hon. James M. Peck
United States Bankruptcy Judge