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

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

**DEBTORS' JOINDER TO NOTICE OF OMNIBUS OBJECTION OF ALDEN GLOBAL
VALUE RECOVERY MASTER FUND, L.P. TO SECOND MONTHLY FEE
STATEMENT OF COOLEY LLP AND FEE STATEMENT OF
DUFF & PHELPS SECURITIES LLC**

Atari, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the "Debtors"), hereby join (the "Joinder") in Alden Global Value Recovery Master Fund, L.P.'s ("Alden") omnibus objection (the "Objection")² to the (i) *Second Fee Statement of Cooley LLP* ("Cooley") for Compensation for Services and Reimbursement of Expenses as Attorneys for the Official Committee of Unsecured Creditors for the Period from March 1 through March 31, 2013

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

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

[Docket No. 191] (the “Cooley March Fee Statement”) and (ii) *Statement of Services Rendered and Expenses Incurred by Duff & Phelps Securities, LLC (“D&P”), Financial Advisors to the Official Committee of Unsecured Creditors for the Period of February 11, 2013 through March 31, 2013* [Docket No. 192] (the “D&P Fee Statement”). In support of this Joinder, the Debtors respectfully submit as follows:

BACKGROUND

1. On January 21, 2013 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. No request for the appointment of a trustee or an examiner has been made in these cases.

2. By an order entered on January 24, 2013, the Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered [Docket No. 27]. On February 6, 2013, the United States Trustee for the Southern District of New York appointed the Official Committee of Unsecured Creditors (the “Committee”) in these chapter 11 cases [Docket No. 64].

3. On March 7, 2013, the Court entered the *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 364, and 507 (I) Authorizing the Debtors to Incur Postpetition Secured Indebtedness, (II) Granting Liens, and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection and (IV) Modifying Automatic Stay* [Docket No. 125], which, among other things, limits the Debtors’ ability to use any portion of the DIP Facility or the Collateral except as permitted by the Approved Budget. The Approved Budget, in turn, provides

an aggregate cap for Restructuring Professional Fees for various fee periods, including the fees and expenses of the Committee's professionals.

4. On March 20, 2013, Cooley filed its *First Fee Statement of Cooley LLP for Compensation for Services and Reimbursement of Expenses as Attorneys for the Official Committee of Unsecured Creditors for the Period from February 8, 2013 through February 28, 2013* [Docket No. 155] (the "Cooley February Fee Statement").

5. On April 22, 2011, Cooley and D&P filed the Cooley March Fee Statement and the D&P Fee Statement, respectively.

6. On May 6, 2013, Alden filed the Objection objecting to (i) the payment of D&P February Fees because the Committee's professionals' fees exceeded the February Committee Fee Budget and (ii) the payment of any amounts to the Committee's professionals in excess of the March Committee Fee Budget. Alden also reserved all of its rights to raise additional objections to the Cooley February Fee Statement, the Cooley March Fee Statement and the D&P Fee Statement based upon the reasonableness of any or all of the fees and expenses requested in those statements or on any other grounds.

THE DEBTORS' JOINDER

7. Although the Debtors take no position at this time regarding the allowance of fees and reimbursement of expenses sought by the Committee's professionals, the Debtors hereby join in the Objection to the extent the Debtors would be required to pay professional fees and expenses in violation of the DIP Facility and the Approved Budget. Furthermore, the Debtors reserve all rights to raise objections on any grounds to the Cooley February Fee Statement, the Cooley March Fee Statement, and the D&P Fee Statement in connection with any interim or final fee hearing in these cases.

New York, New York
Dated: May 7, 2013

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By: /s/ Ira S. Dizengoff

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