

**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, <sup>1</sup>	)	)	

---

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO FILE UNDER SEAL THE DECLARATION OF BRENT C. WILLIAMS FILED IN SUPPORT OF THE COMMITTEE’S OBJECTION WITH RESPECT TO THE DEBTORS’ MOTION FOR ENTRY OF AN ORDER AUTHORIZING THE DEBTORS TO ADOPT AND IMPLEMENT A SALE INCENTIVE PLAN**

Upon the motion, dated May 30, 2013 (the “Motion to Seal”),<sup>2</sup> 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 107(b) of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the Committee to file under seal the Declaration of Brent C. Williams (the “Williams Declaration”) in support of the Committee’s Objection (the “Objection,” Docket No 226) with respect to the Debtors’ Motion for entry of an Order Authorizing the Debtors to Adopt and Implement a Sale Incentive Plan (the “Motion,” Docket No. 144).; and the Court having reviewed the Motion to Seal and any opposition or response thereto; it appearing that the relief requested in the Motion to Seal is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that the relief requested herein being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing

---

<sup>1</sup> The Debtors are Atari, Inc., Atari Interactive, Inc., Humongous, Inc., and California U.S. Holdings, Inc.  
<sup>2</sup> Any capitalized term not defined herein shall have the meaning ascribed to it in the Motion to Seal.

that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion to Seal appearing to be adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor; and, it is hereby

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

**ORDERED**, that pursuant to Bankruptcy code section 107(b) and Bankruptcy Rule 9018, the Committee is authorized to file the Williams Declaration under seal with the Court; and it is further

**ORDERED**, that the Clerk of the Bankruptcy Court shall accept the Williams Declaration for filing under seal pursuant to this Order; and it is further

**ORDERED**, that the Williams Declaration shall be available to the Court and other parties specifically designated by the Committee in the Objection but shall otherwise remain under seal, and may not be unsealed unless authorized by order of the Court; and it is further

**ORDERED**, that the Committee shall dispose of the Williams Declaration at the closing of these cases; and it is further

**ORDERED**, that the relief granted in this Order is without prejudice to the rights of any party in interest, or the United States Trustee, to seek to unseal the Williams Declaration; and it is further

**ORDERED**, that the Committee is authorized to take all actions necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Motion; and it is further

**ORDERED**, that this Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation of this Order.

Dated: May \_\_\_\_, 2013  
New York, New York

---

HONORABLE JAMES M. PECK,  
UNITED STATES BANKRUPTCY JUDGE