

AKIN GUMP STRAUSS HAUER & FELD LLP
One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Ira S. Dizengoff
Kristine G. Manoukian

Robert S. Strauss Building
1333 New Hampshire Avenue, N.W.
Washington, DC 20036-1564
Telephone: (202) 887-4000
Facsimile: (202) 887-4288
Scott L. Alberino (*Admitted Pro Hac Vice*)

Counsel to the Debtors and Debtors in Possession

**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)

**NOTICE OF SUCCESSFUL AND BACK-UP BIDDERS WITH
RESPECT TO THE AUCTIONS OF CERTAIN OF THE DEBTORS' ASSETS**

PLEASE TAKE NOTICE that, on May 22, 2013, the Debtors filed a motion (the “*Sale Motion*”)² [Docket No. 222] to, among other things, (a) establish auction and bid procedures (the “*Bid Procedures*”) with respect to the sale(s) (collectively, the “*Sale Transaction*”) of substantially all of their assets (the “*Assets*”), (b) schedule auctions and a sale hearing (the “*Sale Hearing*”) with respect to the sale(s) of Assets, and (c) approve the sale(s) of the Assets and the assumption and assignment of certain contracts related thereto free and clear of all liens, claims, encumbrances and other interests.

PLEASE TAKE FURTHER NOTICE that, on June 14, 2013, the Court entered an order (the “*Bid Procedures Order*”) [Docket No. 260] approving the Bid Procedures and setting a date for the Sale Hearing. The Sale Hearing is currently scheduled to be held on July 24, 2013

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

² Capitalized terms not defined herein have the meaning given to them in the Sale Motion or the Bid Procedures.

at 10:00 a.m. (prevailing Eastern time) at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, before the Honorable James M. Peck, United States Bankruptcy Court Judge, to consider the Debtors' selection of the highest or otherwise best bid(s) and the approval of the Sale Transaction. The Sale Hearing may be adjourned or rescheduled without notice.

PLEASE TAKE FURTHER NOTICE that, on July 11, 2013 the Debtors filed the *Notice of Attempt to Assume and Assign Certain Executory Contracts* [Docket No. 296] with the Court.

PLEASE TAKE FURTHER NOTICE that, on July 17 and 18, 2013, pursuant to the Bid Procedures Order, the Debtors conducted the Auctions with respect to certain of the Assets.

PLEASE TAKE FURTHER NOTICE that, at the conclusion of each such Auction, the Debtors, in consultation with their professionals and the Consulting Parties, selected the following Successful Bidders and Back-Up Bidders, where relevant, with respect to the Assets set forth below:

<i>Asset(s)</i>	<i>Successful Bidder</i>	<i>Back-Up Bidder</i>
Backyard Sports Franchise	Epic Gear, LLC	N/A
Humongous Franchise, Fatty Bear's Birthday Surprise, Math Gran Prix	Tommo, Inc.	N/A
Total Annihilation Franchise	Wargaming World Limited	Uber Entertainment, Inc.
Battlezone Franchise	Rebellion Interactive Games Limited	Tommo, Inc.
Master of Orion Franchise	Wargaming World Limited	Stardock Systems, Inc.
Moonbase Commander Franchise	Rebellion Interactive Games Limited	N/A
Star Control Franchise	Stardock Systems, Inc.	On The Go Technology, LLC

PLEASE TAKE FURTHER NOTICE that, at the Sale Hearing, the Debtors will seek Court approval of the Successful Bid and Successful Bidder and the Back-Up Bid and the Back-Up Bidder for each of the foregoing Assets. In the event that the Successful Bidder for the relevant category of Assets cannot or refuses to consummate the Sale Transaction with respect to such category of Assets because of the breach or failure on the part of the Successful Bidder, the Back-Up Bidder for each relevant category of Assets will be deemed the new Successful Bidder and the Debtors shall be authorized, but not required, to close with the Back-Up Bidder on the Back-Up Bid without further order of the Court.

New York, New York
Dated: July 19, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff

Ira S. Dizengoff
Kristine G. Manoukian
One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
idizengoff@akingump.com
kmanoukian@akingump.com

Scott L. Alberino
Robert S. Strauss Building
1333 New Hampshire Avenue, N.W.
Washington, DC 20036-1564
Telephone: (202) 887-4000
Facsimile: (202) 887-4288
salberino@akingump.com

Counsel to the Debtors and Debtors in Possession