

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

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

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**DECLARATION OF KRISTEN J. KELLER WITH RESPECT TO THE PROPOSED  
SALE OF CERTAIN OF THE DEBTORS' ASSETS AND PERSONALLY  
IDENTIFIABLE INFORMATION**

I, Kristen J. Keller, hereby declare, pursuant to 28 U.S.C. § 1746 that the following statements are true and correct, to the best of my knowledge and belief after due inquiry as described herein:

1. I am over the age of 18 and competent to testify. I am Executive Vice-President and General Counsel for the above-captioned debtors and debtors in possession (collectively, the "***Debtors***").

2. I am duly authorized to make and submit this declaration (the "***Declaration***") on behalf of the Debtors. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein and, if called as a witness, I would testify thereto.

3. On May 22, 2013, the Debtors filed a motion (the "***Sale Motion***") to, among other things, (a) establish auction and bid procedures (the "***Bid Procedures***") with respect to the sale(s) of substantially all of their assets (the "***Assets***"), (b) schedule auctions and a sale hearing with respect to the sale(s) of Assets, and (c) approve the sale(s) of the Assets and the assumption and

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<sup>1</sup> The "***Debtors***" are Atari, Inc., Atari Interactive, Inc., Humongous, Inc., and California U.S. Holdings, Inc.

assignment of certain contracts related thereto free and clear of all liens, claims, encumbrances and other interests.

4. On June 14, 2013, the Court entered an order (the “*Bid Procedures Order*”) approving the Bid Procedures and setting a date for the Sale Hearing. The Sale Hearing is currently scheduled for July 24, 2013 at 10:00 a.m. (Eastern Time) at 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.

5. On July 17 and 18, 2013, pursuant to the Bid Procedures Order, the Debtors conducted auctions with respect to certain of the Assets. As a result of the Auction, the Debtors selected successful bidders (collectively, the “*Successful Bidders*”) with respect to certain of the Assets and subsequently negotiated asset purchase agreements with each of the Successful Bidders (as amended, the “*Asset Purchase Agreements*”).

6. None of the Asset Purchase Agreements contemplate or effect the sale or transfer of any personally identifiable information, as contemplated by section 363(b)(1) of the Bankruptcy Code and the Bid Procedures Order.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on July 23, 2013 in New York, New York

/s/ Kristen J. Keller  
Kristen J. Keller