

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. <sup>1</sup>	)	(Jointly Administered)

**ORDER (I) PROHIBITING UTILITY COMPANIES FROM  
ALTERING, REFUSING OR DISCONTINUING SERVICES TO,  
OR DISCRIMINATING AGAINST, THE DEBTORS ON ACCOUNT OF  
PREPETITION INVOICES; AND (II) DETERMINING THAT THE UTILITY  
COMPANIES ARE ADEQUATELY ASSURED OF POSTPETITION PAYMENT**

Upon consideration of the motion (the “Motion”)<sup>2</sup> of the debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”) for entry of an order (this “Order”), pursuant to sections 105(a) and 366 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), (i) prohibiting utility companies from altering, refusing or discontinuing services to, or discriminating against, the Debtors on account of prepetition invoices; and (ii) determining that the utility companies are adequately assured of postpetition payment; and the Court having held a hearing on January 24, 2013 (the “Hearing”) on approval of the relief requested in the Motion and having considered the arguments of counsel made, and the evidence submitted, proffered or adduced at the Hearing; and the Court finding that: (a) it has jurisdiction to consider the Motion pursuant to 28 U.S.C. § 1334; (b) venue of the chapter 11 cases and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; (c) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (d) notice of the Motion and the Hearing was adequate and appropriate under the particular circumstances; and (e) the relief requested in the Motion is the best interests of the Debtors, their estates, their creditors and

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

<sup>2</sup> Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Motion.

other parties in interest; and the Court having determined that the factual and legal bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein,

**IT IS HEREBY ORDERED THAT:**

1. The Motion shall be, and hereby is, **GRANTED** as set forth herein.
2. The Utility Companies shall be, and hereby are, forbidden to alter, refuse or discontinue service, or to discriminate against the Debtors, on account of any unpaid prepetition charges, or require additional adequate assurance of payment other than the Adequate Assurance Deposits.
3. Any Utility Company that provides a written request to the Debtors within thirty (30) days after the date of entry of this Order, and then accepts, an Adequate Assurance Deposit, which the Debtors shall tender within five (5) days of a timely request therefor, shall be, and hereby is, (i) deemed to have stipulated that the Adequate Assurance Deposit constitutes adequate assurance of postpetition payment to such Utility Company and (ii) deemed to have waived any right to seek additional adequate assurance during the pendency of the Debtors' chapter 11 cases. Utility Companies shall serve written requests for Adequate Assurance Deposits upon the Debtors at the following addresses: (a) Atari, Inc., Attn: Robert Mattes, CFO, 475 Park Avenue South, Twelfth Floor, New York, New York 10016; and (b) counsel to the Debtors, Attn: Peter S. Partee, Sr., Esq., Hunton & Williams LLP, 200 Park Avenue, 53rd Floor, New York, New York 10166.
4. Any Utility Company listed on **Exhibit B** to the Motion that does not request an Adequate Assurance Deposit in writing within thirty (30) days after entry of this Order shall be, and hereby is, deemed to have received "adequate assurances" within the meaning of section 366(c) of the Bankruptcy Code.

5. The Debtors shall be, and hereby are, authorized, in their sole discretion, to amend the Utilities List to add or delete any Utility Company, and this Order shall apply to and be binding upon any such Utility Company that is subsequently added to the Utilities List.

6. Any Utility Company subsequently added to the Utilities List shall be entitled to request in writing within fourteen (14) days from the date of service of a notice that such Utility Company has been added to the Utilities List, together with a copy of the Motion and this Order, that the Debtors provide to such Utility Company an Adequate Assurance Deposit, and any such Utility Company shall be, and hereby is, deemed to have adequate assurance pending resolution of such request and following receipt of an Adequate Assurance Deposit. To the extent that any such Utility Company does not timely request in writing on Adequate Assurance Deposit, such Utility Company shall be, and hereby is, deemed to have received “adequate assurance” within the meaning of section 366(c) of the Bankruptcy Code.

7. The Debtors shall be, and hereby are, authorized and empowered to take all actions necessary to implement the relief granted in this Order.

8. The Debtors shall be, and hereby are, directed serve a copy of this Order on each Utility Company listed on the Utilities List within two (2) business days of the date this Order is entered, and shall be, and hereby are, directed to similarly serve this Order on each Utility Company subsequently added by the Debtors to the Utilities List.

9. The Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: New York, New York  
January 24, 2013

s/ James M. Peck  
HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE