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

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

**DECLARATION OF NOTICING AND BALLOTING  
AGENT REGARDING SOLICITATION AND TABULATION OF  
VOTES IN CONNECTION WITH THE DEBTORS' JOINT PLAN OF  
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Varouj Bakhshian, declare as follows:

1. I am over eighteen years of age and not a party to the above-captioned cases.

I am employed as a Director by BMC Group, Inc. ("BMC"), the noticing, claims and balloting agent for the above-captioned debtors (the "Debtors"). My business address is 300 North Continental Boulevard, Suite 570, El Segundo, California 90245.

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

2. In accordance with the solicitation procedures approved by the Court's *Order Approving Debtors' Disclosure Statement and Establishing Solicitation and Voting Procedures With Respect Thereto* [Docket No. 438] (the "Disclosure Statement Order"), October 29, 2013 was established as the record date (the "Voting Record Date") for determining which creditors and holders of interests were entitled to vote on the *Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 379] (as amended and supplemented, the "Plan").<sup>2</sup>

3. Pursuant to the Plan, holders of Claims in Class 3 (Alden Secured Claims Against Atari, Inc.), Class 4 (General Unsecured Claims) and Class 5 (Sponsor Intercompany Claims) are entitled to vote to accept or reject the Plan (collectively, the "Voting Classes"). Holders of Claims and Interests in Class 1 (Priority Non-Tax Claims), Class 2 (Other Secured Claims) and Class 6 (Interests) are unimpaired under the Plan and are therefore deemed to accept the Plan and not entitled to vote.

4. BMC served the following solicitation package (the "Solicitation Package") to the holders of Claims in the Voting Classes via first class delivery on October 30, 2013:

- (a) the *Notice of Entry of Order (I) Approving Disclosure Statement; (II) Approving Solicitation and Notice Materials; (III) Approving Forms of Ballots; (IV) Establishing Solicitation and Voting Procedures; (V) Establishing Procedures for Allowing and Estimating Certain Claims for Voting Purposes; (VI) Scheduling a Confirmation Hearing, and (VII) Establishing Notice and Objection Procedures* (the "Confirmation Hearing Notice");

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

- (b) a letter to the Voting Classes that, among other things: (i) describes the contents of the Solicitation Package; (ii) explains that a Plan Supplement may be filed up to ten days before the Confirmation Hearing; and (iii) encourages holders of Claims in each of the Voting Classes to accept the Plan;
  - (c) a CD-ROM containing the following:
    - i. the *Amended Disclosure Statement for the Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as amended and supplemented, the "Disclosure Statement") [Docket No. 435], including the Plan and other exhibits; and
    - ii. The Disclosure Statement Order (without annexed exhibits).
  - (d) the appropriate form of Ballot and instructions with respect thereto; and
  - (e) a letter from the Creditors' Committee regarding acceptance of the Plan.
5. A certificate evidencing the service of the Solicitation Packages was filed with the Court on November 12, 2013 [Docket No. 454].
6. Pursuant to the Disclosure Statement Order, the Court established November 25, 2013 at 5:00 PM. (prevailing Eastern Time) as the Voting Deadline.
7. The Disclosure Statement, Plan and Disclosure Statement Order served as BMC's guide for the solicitation and tabulation of votes to accept or reject the Plan. All Ballots received were reviewed in accordance with the procedures described in the Disclosure Statement Order, which provides, among other things, that unless a deficiency is waived the Debtors would not count or consider for any purpose in determining whether the Plan has been accepted or rejected the following Ballots, as applicable:

- (a) any Ballot that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and rejection of the Plan;
- (b) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of a Claim or Interest;
- (c) any Ballot that is submitted by a holder of a Claim or Interest not in a Voting Class or otherwise not entitled to vote pursuant to the Bankruptcy Code, the Bankruptcy Rules or otherwise;
- (d) any Ballot that is unsigned or any non-originally signed Ballot;
- (e) any Ballot actually received by the Solicitation Agent after the Voting Deadline, unless the Debtors shall have granted in writing (including by email or other informal means) an extension of the Voting Deadline for such Ballot;
- (f) any Ballot cast for a Claim scheduled as unliquidated, contingent or disputed for which no proof of claim was timely filed;
- (g) any Ballot sent directly to any of the Debtors, their agents (other than the Solicitation Agent) or the Debtors' financial or legal advisors or to any other party other than the Solicitation Agent;
- (h) any Ballot cast for a Claim that has been disallowed (for voting purposes or otherwise); and
- (i) any Ballot transmitted to the Solicitation Agent by facsimile or other electronic means.

*[remainder of page intentionally left blank]*

7. Below is a summary of all Ballots tabulated:

IMPAIRED CLASS AND DESCRIPTION	ACCEPT		REJECT	
	VOTES COUNTED	AMOUNT	VOTES COUNTED	AMOUNT
<b>Class 3</b> Alden Secured Claim Against Atari, Inc.	1 100.00%	\$280,000.00 100.00%	0 0.00%	\$0.00 0.00%
<b>Class 4</b> General Unsecured Claims	32 100.00%	\$10,313,394.17 100.00%	0 0.00%	\$0.00 0.00%
<b>Class 5</b> Sponsor Intercompany Claims	1 100.00%	\$300,368,444.00 100.00%	0 0.00%	\$0.00 0.00%

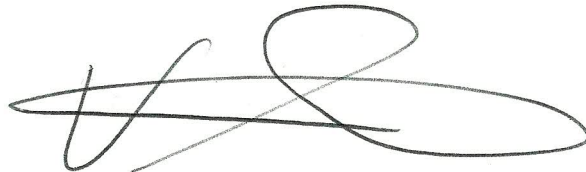
8. Attached hereto as **Exhibit A** is the full tabulation report that provides both a summary and details of all Ballots received as of the Voting Deadline.

9. All Ballots received by BMC are stored at BMC's Chanhassen office located at 18675 Lake Drive East, Chanhassen, Minnesota 55317, and are available for inspection by the Court or any party in interest.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: November 27, 2013

Respectfully submitted,



Varouj Bakhshian  
Director, BMC Group, Inc.

**Exhibit A**

**Voting Tabulation Chart**

**BALLOT TABULATION REPORT  
SUMMARY  
In Re: Atari, Inc.**

Ballot Counts								Ballot Amounts						
Class	Accepted		Rejected		Total Counted	Total Excluded	Total Received	Accepted		Rejected		Total Counted	Total Excluded	Total Received
CLASS 3	1	100.00%	0	0.00%	1	0	1	\$280,000.00	100.00%	\$0.00	0.00%	\$280,000.00	\$0.00	\$280,000.00
CLASS 4	32	100.00%	0	0.00%	32	0	32	\$10,313,394.17	100.00%	\$0.00	0.00%	\$10,313,394.17	\$0.00	\$10,313,394.17
CLASS 5	1	100.00%	0	0.00%	1	1	2	\$300,368,444.00	100.00%	\$0.00	0.00%	\$300,368,444.00	\$278,253,663.00	\$578,622,107.00

Class	Description
Class 3	Alden Secured Claim Against Atari, Inc.
Class 4	General Unsecured Claims
Class 5	Sponsor Intercompany Claims

In Re: Atari, Inc.

**BALLOT TABULATION REPORT**

**Plan Class Class 3: Alden Secured Claim Against Atari, Inc.**

Ballot Counts							Ballot Amounts							
Class	Accepted		Rejected		Total Counted	Total Excluded	Total Received	Accepted		Rejected		Total Counted	Total Excluded	Total Received
CLASS 3	1	100.00%	0	0.00%	1	0	1	\$280,000.00	100.00%	\$0.00	0.00%	\$280,000.00	\$0.00	\$280,000.00

Ctrl. No.	Clm No.	Creditor Name	Total Amount	Accepting		Rejecting		Excluded	Comments
				Amount	Votes	Amount	Votes		
23		ALDEN GLOBAL VALUE RECOVERY MASTER FUND LP	\$280,000.00	\$280,000.00	1		0		



In Re: Atari, Inc.

**BALLOT TABULATION REPORT**

**Plan Class Class 4: General Unsecured Claims**

Ballot Counts						Ballot Amounts								
Class	Accepted	Rejected	Total Counted	Total Excluded	Total Received	Accepted	Rejected	Total Counted	Total Excluded	Total Received				
CLASS 4	32	100.00%	0	0.00%	32	0	32	\$10,313,394.17	100.00%	\$0.00	0.00%	\$10,313,394.17	\$0.00	\$10,313,394.17

Ctrl. No.	Clim No.	Creditor Name	Total Amount	Accepting		Rejecting		Excluded	Comments
				Amount	Votes	Amount	Votes		
10		ACTIVATE MEDIA GROUP	\$25,500.00	\$25,500.00	1		0		
26		APPSFIRE	\$103,500.00	\$103,500.00	1		0		
20		ATARI INTERACTIVE INC.	\$2,755,378.00	\$2,755,378.00	1		0		
22		BABEL MEDIA LTD.	\$125,320.68	\$125,320.68	1		0		
6		BIG APPLE CAR, INC.	\$1,729.00	\$1,729.00	1		0		
2		BIG FAT, INC.	\$59.00	\$59.00	1		0		
34		CALIFORNIA US HOLDING, INC.	\$177,937.00	\$177,937.00	1		0		Received Electronically; Deficiency waived per Disclosure Statement Order paragraph 24.
30		CD PROJEKT SA	\$215,998.00	\$215,998.00	1		0		
33		CODE MYSTICS INC.	\$32,376.16	\$32,376.16	1		0		
21		DORSEY & WHITNEY LLP	\$106,711.25	\$106,711.25	1		0		
18		E4E BUSINESS SOLUTIONS USA LLC	\$14,880.95	\$14,880.95	1		0		
15		FLURRY INC	\$112,931.40	\$112,931.40	1		0		
24		FRONTIER DEVELOPMENTS LTD	\$786,519.42	\$786,519.42	1		0		
12		GIBSON, DUNN & CRUTCHER LLP	\$175,217.67	\$175,217.67	1		0		
3		GPPG	\$4,389.00	\$4,389.00	1		0		
9		HUGH BOWEN AND ASSOCIATES INC	\$1,837.50	\$1,837.50	1		0		
28		INTERPLAY ENTERTAINMENT CORP	\$4,500,000.00	\$4,500,000.00	1		0		
29		KMART CORPORATION	\$142,876.56	\$142,876.56	1		0		
14		KOOLHAUS GAMES, INC.	\$64,320.00	\$64,320.00	1		0		
31		LIQUID ENTERTAINMENT	\$202,500.00	\$202,500.00	1		0		

In Re: Atari, Inc.

**BALLOT TABULATION REPORT**

**Plan Class Class 4: General Unsecured Claims**

Ctrl. No.	Clm No.	Creditor Name	Total Amount	Accepting		Rejecting		Excluded	Comments
				Amount	Votes	Amount	Votes		
1		MCLAREN AUTOMOTIVE LIMITED	\$29,294.00	\$29,294.00	1		0		
32		NEW MOMENTUM, INC.	\$12,440.85	\$12,440.85	1		0		
17		NOLAN BUSHNELL	\$24,139.00	\$24,139.00	1		0		
27		OLSHAN FROME WOLOSKY LLP	\$71,127.29	\$71,127.29	1		0		
8		PUTT-PUTT, LLC	\$141.00	\$141.00	1		0		
16		SLEEPY GIANT ENTERTAINMENT, INC.	\$105,652.58	\$105,652.58	1		0		
19		TAGES	\$4,617.10	\$4,617.10	1		0		
7		TAVANT TECHNOLOGIES, INC.	\$242,616.65	\$242,616.65	1		0		
13		TRC MASTER FUND LLC	\$262,761.89	\$262,761.89	1		0		
5		VGMARKET, LLC	\$5,675.00	\$5,675.00	1		0		
11		WEEKS LERMAN GROUP LLC, THE	\$1,447.22	\$1,447.22	1		0		
4		WRIGHT CONSULTANCY, INC.	\$3,500.00	\$3,500.00	1		0		

In Re: Atari, Inc.

**BALLOT TABULATION REPORT**

**Plan Class Class 5: Sponsor Intercompany Claims**

Ballot Counts							Ballot Amounts							
Class	Accepted	Rejected	Total Counted	Total Excluded	Total Received	Accepted	Rejected	Total Counted	Total Excluded	Total Received				
CLASS 5	1	100.00%	0	0.00%	1	1	2	\$300,368,444.00	100.00%	\$0.00	0.00%	\$300,368,444.00	\$278,253,663.00	\$578,622,107.00

Ctrl. No.	Clim No.	Creditor Name	Total Amount	Accepting		Rejecting		Excluded	Comments
				Amount	Votes	Amount	Votes		
25		ATARI S.A.	\$278,253,663.00	\$278,253,663.00	1	0	X	Superseded; Superseded by Control No 35.	
35		ATARI S.A.	\$300,368,444.00	\$300,368,444.00	1	0		Received Electronically; Deficiency waived per Disclosure Statement Order paragraph 24.	