

EXHIBIT A

PROPOSED FORM OF ORDER

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)

**ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF HUNTON & WILLIAMS LLP AS
ATTORNEYS FOR THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the application (the “Application”)² of the debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (collectively, the “Chapter 11 Cases”) for the entry of an order authorizing the Debtors to employ and retain Hunton & Williams LLP (“Hunton & Williams”) as their attorneys effective *nunc pro tunc* to January 21, 2013 (the “Petition Date”), pursuant to section 327(a) of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”); and upon the Declaration of Peter S. Partee, Sr. (the “Partee Declaration”); and the Court having held a hearing on February 14, 2013 (the “Hearing”) on approval of the relief requested in the Application 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 over the matters raised in the Application pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.), (b) this is a

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

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) venue of these Chapter 11 Cases and the Application is proper pursuant to 28 U.S.C. §§ 1408 and 1409, (d) the relief requested in the Application is in the best interests of the Debtors, their estates, and their creditors, (e) proper and adequate notice of the Application and the Hearing has been given and that no other or further notice is necessary, (f) Hunton & Williams represents and holds no interest materially adverse to the Debtors or their estates and is disinterested under section 101(14) of the Bankruptcy Code (as modified by section 1107(b) of the Bankruptcy Code) and as required by section 327(a) of the Bankruptcy Code, (g) any objections to the relief requested in the Application have been withdrawn or overruled on the merits, and (h) good and sufficient cause exists for the granting of the relief requested in the Application after having given due deliberation upon the Application, the First Day Declaration, and the Partee Declaration, and all of the proceedings had before the Court in connection with the Application. Therefore,

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED**.
2. The Debtors are authorized to retain and employ Hunton & Williams as their attorneys, in accordance with the terms and conditions set forth in this Order, the Application and in the Partee Declaration, effective *nunc pro tunc* to the Petition Date.
3. Hunton & Williams is authorized to render legal services to the Debtors as described in the Application and in the Partee Declaration, including, without limitation, the following:
 - a) advise the Debtors with respect to their powers and duties as debtors-in-possession in the continued management and operation of their businesses and properties;
 - b) advise and consult on the conduct of these Chapter 11 Cases, including all of the legal and administrative requirements of operating in chapter 11;

- c) attend meetings and negotiate with representatives of the creditors and other parties in interest;
- d) take all necessary action to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors and representing the Debtors' interests in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e) prepare all motions, applications, answers, orders, reports and papers necessary for the administration of the Debtors' estates;
- f) take any necessary action on behalf of the Debtors to negotiate, prepare on behalf of the Debtors and obtain approval of a chapter 11 plan and all documents related thereto;
- g) represent the Debtors in connection with obtaining the use of any potential postpetition financing including but not limited to helping the Debtors obtain post-petition loans;
- h) advise the Debtors in connection with any potential sale of assets;
- i) appear before the Court, any appellate courts and the United States Trustee and protect the interests of the Debtors' estates before those courts and the United States Trustee;
- j) provide non-bankruptcy services to the Debtors to the extent requested by the Debtors;
- k) consult with the Debtors regarding tax matters; and
- l) perform all other necessary legal services to the Debtors in connection with these Chapter 11 Cases, including but not limited to (i) the analysis of the Debtors' leases and executory contracts and the assumption, rejection or assignment thereof, (ii) the analysis of the validity of liens against the Debtors and (iii) advise the Debtors on corporate and litigation matters.

4. Hunton & Williams is authorized to apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Chapter 11 Cases in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the guidelines established by the Office of the United States Trustee for the Southern District of New York, and such other procedures as may be fixed by Order of this Court.

5. Hunton & Williams shall provide ten business days' notice to the Debtors, the United States Trustee for the Southern District of New York, and any official committee appointed in these Chapter 11 Cases prior to any increases in the rates set forth in the Application, and such notice must be filed with this Court.

6. To the extent there is any inconsistency between the terms of the Application, the Engagement Letter, the Partee Declaration or this Order, the terms of this Order shall govern.

7. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
February __, 2013

THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE