

**EXHIBIT B**

**DECLARATION OF PETER S. PARTEE, SR.**

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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)

**DECLARATION OF PETER S. PARTEE, SR. IN SUPPORT OF *EX PARTE* MOTION OF DEBTORS AND DEBTORS-IN-POSSESSION FOR ENTRY OF AN ORDER SHORTENING NOTICE PERIOD AND FIXING THE HEARING AND OBJECTION DEADLINE TO CONSIDER APPROVAL OF THE APPLICATION OF THE DEBTORS AND DEBTORS-IN-POSSESSION FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF HUNTON & WILLIAMS LLP AS ATTORNEYS FOR THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

I, Peter S. Partee, Sr., hereby declare, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner with Hunton & Williams LLP, proposed attorneys for the debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”).

2. I submit this declaration on personal knowledge in support of the *Ex Parte Motion Of Debtors and Debtors-In-Possession For Entry Of An Order Shortening Notice Period And Fixing The Hearing And Objection Deadline To Consider Approval Of The Application of Debtors and Debtors-in-Possession for Entry of an Order Authorizing the Employment and*

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

*Retention of Hunton & Williams LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* (the "Motion"). A true and complete copy of the proposed order (the "Proposed Order") granting the Motion is annexed as Exhibit A to the Motion.

3. Rule 9077-1(b) provides that no *ex parte* order in a contested matter shall be granted except upon a clear and specific showing by affidavit or motion showing cause for the *ex parte* action as well as cause for the relief requested. Here, there is ample support for proceeding by *ex parte* motion.

4. As described in the Hunton Application, the Debtors executed an engagement letter with Hunton & Williams on December 18, 2012 (the "Engagement Letter"), pursuant to which the Debtors retained Hunton & Williams as their general bankruptcy counsel with respect to the Chapter 11 Cases. Since signing the Engagement Letter, Hunton & Williams has worked closely with the Debtors to prepare for and file these Chapter 11 Cases and subsequent pleadings. In connection with the Hunton Application, Hunton & Williams endeavored to perform a very thorough conflicts search consisting of all known creditors and contract counterparties, which took additional time and accounts for the delay in filing the Hunton Application after the petition date in these cases. The Debtors do not believe that the short reduction of the notice period will unduly prejudice any party in interest. Additionally, at the "first day hearings" held on January 24, 2013 in these cases, the Court requested that all retention applications be heard on February 14, 2013. Without an order approving this Motion, the Hunton Application would be moved to a later date.

8. Accordingly, the Debtors respectfully request that the Court enter the Proposed Order and schedule a hearing on the Hunton Application on February 14, 2013, at 10:00 a.m. (prevailing Eastern Time), before the Honorable James M. Peck, United States Bankruptcy

Judge, in Room 601 of the United States Bankruptcy Court for the Southern District of New York, Alexander Custom House, One Bowling Green, New York, New York 10004 (the "Hearing").

9. In addition, the Debtors seek to schedule an objection deadline in connection with the Hearing of February 8, 2013, at 4:00 p.m. (prevailing Eastern Time), or as soon after the entry of the Proposed Order as the Court may deem appropriate. Setting the objection deadline on February 8<sup>th</sup> gives all parties an additional day to file any responses to the Hunton Application than they would normally have for a hearing scheduled on February 14<sup>th</sup>.

10. In conjunction with the Motion, the Debtors request that any deadlines and/or notice periods as well as notice requirements established by the Federal Rules of Bankruptcy Procedure, Orders of this Court, and/or the Local Bankruptcy Rules for the Southern District of New York, to the extent applicable, be modified and suspended to the extent necessary to hear and determine the Hunton Application at the Hearing.

11. Accordingly, for the reasons described herein and in the Motion, the Debtors submit that good and sufficient cause exists for the relief described herein and requested in the Motion.

12. No previous request for the relief sought in the Motion has been made to this Court or any other court.

13. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge.

Executed on February 1, 2013.

/s/ Peter S. Partee, Sr.  
Peter S. Partee, Sr.