

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

In re :
: Chapter 11
: ATARI, INC., *et al.*, :
: Case No. 13-10176 (RG)
: Reorganized Debtors.¹ : (Jointly Administered)
:

DECLARATION OF JOHN J. CLARKE, JR.

Pursuant to 28 U.S.C. § 1746, John J. Clarke, Jr., declares:

1. I am a member of the Bar of this Court and of DLA Piper LLP (US), counsel for Alden Global Value Recovery Master Fund, L.P., through its representative Alden Global Capital LLC (“Alden”), in this contested matter. I am submitting this declaration to place before the Court certain documents discussed in the accompanying motion of Alden Global Value Recovery Master Fund, L.P. to reopen these chapter 11 cases, require compliance with the chapter 11 plan and confirmation order, and enjoin further violations by the debtors and affiliates. The statements herein are based on my personal knowledge or, to the extent not based on my knowledge, on information reasonably available to me that I believe to be true.

2. Attached hereto as Exhibit 1 is a true and correct copy of a Transfer Agreement, dated as of February 5, 2013, among Blue Bay Value Recovery (Master) Fund Limited, Alden Global Value Recovery Master Fund, L.P., Atari Europe SAS and Atari, S.A., in the form in which it is maintained in Alden’s records except that the Schedules and Exhibits have been omitted.

3. Attached hereto as Exhibit 2 is a true and correct copy of the Debtors’ joint plan of reorganization under chapter 11 of the Bankruptcy Code (the “Plan”), as attached as an exhibit

¹ The Reorganized Debtors in these chapter 11 cases are Atari, Inc., Atari Interactive, Inc., Humongous, Inc., and California US Holdings, Inc.

to the confirmation order entered by this Court, in form in which it was retrieved from this Court's ECF system in these chapter 11 cases [Dkt. No. 497-1].

4. Attached hereto as Exhibit 3 is a true and correct copy of the amended disclosure statement for the Plan in these chapter 11 cases in form in which it was retrieved from this Court's ECF system in these chapter 11 cases [Dkt. No. 435-1].

5. Attached hereto as Exhibit 4 is a true and correct copy of the Findings of Fact, Conclusions of Law and Order Confirming the Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code entered in these chapter 11 cases on December 5, 2013, in form in which it was retrieved from this Court's ECF system [Dkt. No. 497].

6. Attached hereto as Exhibit 5 is a true and correct copy of Amendment No. 16 to the Credit Facility Agreement, dated as of December 24, 2013, among Atari Europe SAS, Atari, S.A., Alden Global Value Recovery Master Fund, L.P. and Ker Ventures LLC, in the form in which it is maintained in Alden's records.

7. Attached hereto as Exhibit 6 is a true and correct copy of the Security Agreement, dated as of December 24, 2013, among Alden Global Value Recovery Master Fund, L.P., Atari, Inc., Atari Interactive, Inc., California U.S. Holdings, Inc. and Humongous, Inc., in the form in which it is maintained in Alden's records except that the Schedules and Exhibits have been omitted.

8. Attached hereto as Exhibit 7 is a true and correct copy of Amendment No. 17 to the Credit Facility Agreement, dated as of December 9, 2014, among Atari Europe SAS, Atari, S.A., Alden Global Value Recovery Master Fund, L.P., in the form in which it is maintained in Alden's records.

9. Attached hereto as Exhibit 8 is a true and correct copy of a spreadsheet that was provided to Alden Global Capital LLC by Frederic Chesnais of Atari, S.A. as an attachment to an email dated March 10, 2015, in the form in which it is maintained in Alden's records except that certain figures have been redacted for the purpose of filing the document with the Court.

10. Attached hereto as Exhibit 9 is a true and correct copy of a letter from Alden to Atari Europe SAS and Atari, S.A. dated April 9, 2015 among other things, declaring that an Event of Default had occurred under the Credit Facility Agreement, which was sent by Alden on April 10, 2015.

11. Attached hereto as Exhibit 10 is a true and correct copy of a letter to Alden from Atari Europe SAS and Atari, S.A. dated March 30, 2015.

12. Attached hereto as Exhibit 11 is a true and correct copy of a writ of summons directed to Alden and dated July 16, 2015 purporting to notify Alden of legal proceedings initiated against it by Atari S.A., Atari Europe SAS, Atari, Inc., Atari Interactive, Inc., California U.S. Holdings, Inc. and Humongous, Inc., in the Commercial Court of Paris.

13. Attached hereto as Exhibit 12 is a true and correct copy of an order issued by the Presiding Judge the Commercial Court of Paris dated July 23, 2015 and associated papers in the form in which they were served on Alden through Process Forwarding International.

I declare that the foregoing is true and correct to the best of my knowledge and information this 28th day of October, 2015.

/s/ John J. Clarke, Jr.

John J. Clarke, Jr.