

EXHIBIT D

Atari SA
78, rue Taitbout
75009 Paris

Atari Europe SAS
78, rue Taitbout
75009 Paris

Alden Global Value Recovery Master Fund, L.P.
c/o Ogier Fiduciary Services (Cayman) Limited
89 Nexus Way
Camana Bay, Grand Cayman KY1-9007
Cayman Islands

Alden Global Capital Limited
Third floor
One Waverley Place
Union Street
St Helier, Jersey JE2 3RF

December 9, 2014

Terms used herein but not otherwise defined have the meaning ascribed to them in the credit facility agreement dated as of April 21, 2006 (as amended, restated, extended, supplemented or otherwise modified from time to time, the “**Credit Facility Agreement**”).

Alden, acting in its own name and on its own behalf as well as in the name and on behalf of any of its affiliated entities, and on behalf of Agent:

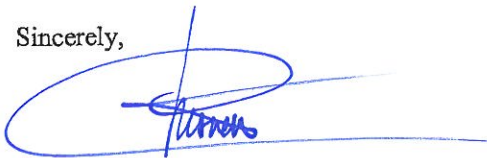
- (i) waives any claim it may have in connection with the repayment, on May 13, 2014, of Outstanding ORANEs issued by Parent and the subsequent delivery, by Parent, of shares of a different class (“*actions de jouissance différée*”);
- (ii) acknowledges that no payment is due or may be due, now or in the future, regardless of its nature, by Parent under any of such Outstanding ORANEs; and
- (iii) acknowledges that the only amounts due under the Credit Facility Agreement as of the date hereof are (x) the repayment of the balance in principal of the Commitment, *i.e.* EUR 11,002,348.87, together with accrued interest, on September 30, 2015 or on the Extended Maturity Date, as the case may be, and (y) the payment of the Extension Fee, if any, on October 1, 2015, to the exclusion of any other amount regardless of its nature.

In consideration of the foregoing, each of Original Borrower and Parent, acting in its own name and on its own behalf as well as in the name and on behalf of any of its affiliated entities waives any claim it may have in connection with the grant by Alden to Turnpike, Ltd. of an economic participation interest under the Credit Facility Agreement.

This letter shall be governed by and construed in accordance with the laws of France. The *Tribunal de commerce de Paris* shall have exclusive jurisdiction over any dispute arising out of or in connection therewith.



Sincerely,



Atari SA
By: Frédéric Chesnais
Duly authorized



Atari Europe SAS
By: Frédéric Chesnais
Duly authorized



Alden Global Value Recovery Master Fund, L.P.
By: Alden Global Capital Limited,
represented by Alden Global Capital LLC
represented by Jason Pecora
Duly authorized



Alden Global Capital Limited
By: Alden Global Capital LLC
represented by Jason Pecora
Duly authorized