

**Hearing Date and Time: March 6, 2013 at 10:00 a.m.**  
**Objection Date and Time: February 27, 2013 at 5:00 p.m.**

COOLEY LLP  
1114 Avenue of the Americas  
New York, New York 10036  
Tel.: 212-479-6000  
Cathy Hershcopf  
Jeffrey L. Cohen  
Alex R. Velinsky  
Robert B. Winning

*Proposed Counsel for the Official Committee  
Of Unsecured Creditors*

**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)

**NOTICE OF APPLICATION TO RETAIN AND EMPLOY COOLEY LLP  
AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF ATARI INC., *ET AL.*,  
NUNC PRO TUNC TO FEBRUARY 8, 2013**

**PLEASE TAKE NOTICE** that upon the annexed Application, filed February 20, 2013 (the "Application"), of the Official Committee of Unsecured Creditors (the "Committee") of Atari, Inc., *et al.*, as debtors and debtors-in-possession in these proceedings (the "Debtors"), to retain Cooley LLP ("Cooley") as its counsel, *nunc pro tunc* to February 8, 2013, pursuant to section 1103 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2014-1 of the Local Rules of Bankruptcy Procedure for the Southern District of New York (the "Local

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

Rules”), as more fully set forth in the Application, a hearing will be held before the Honorable James Peck, United States Bankruptcy Judge, in Room 601 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **March 6, 2013 at 10:00 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to the relief requested in the Application (i) must be in writing; (ii) shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Bankruptcy Court; (iii) be filed in accordance with General Order M-399 of the Bankruptcy Court, which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov); (iv) shall set forth the name of the objecting party and the basis for the objection and the specific grounds therefore; (v) shall be filed with the Clerk of the Bankruptcy Court (with a courtesy copy delivered directly to the Chambers of the Honorable James M. Peck), together with the proof of service thereof; and (vi) shall be served in a manner so as to actually be received by (a) Cooley LLP, proposed counsel to the Committee, 1114 Avenue of the Americas, New York, New York, 10036, Attn: Alex R. Velinsky, (b) Akin Gump Strauss Hauer & Feld LLP, proposed counsel for the Debtors, One Bryant Park, New York, New York 10036, Attn: Kristine G. Manoukian, Esq.; (c) the Office of the United States Trustee for the Southern District of New York, 271 Cadman Plaza East, Suite 4529, Brooklyn, New York 11201, Attn: Richard C. Morrissey, Esq., no later than **5:00 p.m. (Eastern Time) on February 27, 2013** (the “Objection Deadline”).

**PLEASE TAKE FURTHER NOTICE** that if no objections are timely filed and served with respect to the Application, the Committee may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed

to the Application, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: February 20, 2013  
New York, New York

/s/ Jeffrey L. Cohen  
COOLEY LLP  
1114 Avenue of the Americas  
New York, New York 10036  
Tel.: 212-479-6000  
Cathy Hershcopf  
Jeffrey L. Cohen  
Alex R. Velinsky  
Robert B. Winning

*Proposed Counsel for the Official  
Committee of Unsecured Creditors*

Hearing Date and Time: March 6, 2013 at 10:00 a.m.  
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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)

**APPLICATION TO RETAIN AND EMPLOY COOLEY LLP  
AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF ATARI INC., *ET AL.*,  
NUNC PRO TUNC TO FEBRUARY 8, 2013**

TO THE HONORABLE JAMES M. PECK,  
UNITED STATES BANKRUPTCY JUDGE:

The Official Committee of Unsecured Creditors (the "Committee") of Atari Inc., *et al.*, as debtors and debtors-in-possession in these proceedings (the "Debtors") hereby submits this application to retain Cooley LLP ("Cooley") as its counsel, *nunc pro tunc* to February 8, 2013, pursuant to section 1103 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and

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

Rule 2014-1 of the Local Rules of Bankruptcy Procedure for the Southern District of New York (the "Local Rules"), and respectfully represents as follows:

### **BACKGROUND**

1. On January 21, 2013 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the "Court"). Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors continue to operate their businesses and properties as debtors-in-possession. No trustee or examiner has been appointed in these cases.

2. On February 6, 2013, the Committee was appointed in these cases by the Office of the United States Trustee for the Southern District of New York (the "US Trustee"), consisting of the following five members: (i) CD Projekt S.A., f/k/a CD Projekt Red S.A.; (ii) CDV Software Entertainment, USA, Inc.; (iii) Liquid Entertainment; (iv) Rackspace Hosting; and (v) Tavant Technologies, Inc. On February 8, 2013, the Committee selected Cooley LLP as its proposed counsel.

### **JURISDICTION**

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **REQUESTED RELIEF AND REASONS THEREFORE**

4. The Committee respectfully suggests that Cooley's expertise in representing creditors' committees in the chapter 11 context places Cooley in a position whereby it can provide efficient and cost effective representation to the Committee. Indeed, in light of Cooley's extensive experience in representing unsecured creditors in chapter 11 cases throughout the United States, the Committee believes that Cooley is well qualified to represent it in conjunction

with this matter. The attorneys in the bankruptcy group of Cooley have significant experience representing creditors' committees in chapter 11 cases throughout the country, and, accordingly, its expertise is well established and known and should enable fees to be minimized in these proceedings.

5. Cooley attorneys have extensive experience in representing creditors' committees in sophisticated chapter 11 proceedings such as: Alexander Gallo Holdings in New York, New York; ArchBrook Laguna in New York, New York, Archibald Candy in Chicago, Illinois; Blockbuster in New York, New York; Beyond Oblivion in New York, New York; Boscov's in Wilmington, Delaware; Eddie Bauer in Wilmington, Delaware; Federated Department Stores in Cincinnati, Ohio; Filene's Basement in Wilmington, Delaware; G.I. Joe's in Wilmington, Delaware; Goody's in Wilmington, Delaware; Gottschalk's in Wilmington, Delaware; KB Toys in Wilmington, Delaware; Lenox Sales in New York, New York; Levitz Home Furnishings in New York, New York; Long John Silver's Restaurants in Wilmington, Delaware; Mervyn's in Wilmington, Delaware; Montgomery Ward in Wilmington, Delaware; Princeton Ski Shops in Newark, New Jersey; Ritz Camera Centers in Wilmington, Delaware; Samsonite Company Stores in Wilmington, Delaware; Sharper Image in Wilmington, Delaware; Steve and Barry's in New York, New York; Velo Holdings in New York, New York; and Vertis Holdings in Wilmington, Delaware.

6. Furthermore, time is of the essence in these cases, and Cooley is prepared to address the major matters facing unsecured creditors at the outset of these cases, including with respect to the proposed postpetition financing facility and the disposition of the Debtors' assets.

7. Accordingly, Cooley is well qualified to represent the Committee in these chapter 11 proceedings and it is respectfully requested that the Committee be authorized to retain Cooley effective as of February 8, 2013.

8. The professional services Cooley will render consist of the following:
- a. Attend the meetings of the Committee;
  - b. Review financial information furnished by the Debtors to the Committee;
  - c. Negotiate the budget and the use of cash collateral and DIP financing;
  - d. Review and investigate the liens of purportedly secured parties;
  - e. Review and investigate the intercompany transactions by, between, and among the Debtors and their affiliates;
  - f. Confer with the Debtors' management, advisors and counsel;
  - g. Coordinate efforts to sell assets of the Debtors in a manner that maximizes the value for unsecured creditors;
  - h. Review the Debtors' schedules, statements of affairs and business plan;
  - i. Advise the Committee as to the ramifications regarding all of the Debtors' activities and motions before this Court;
  - j. File appropriate pleadings on behalf of the Committee;
  - k. Review and analyze the Debtors' financial advisor's work product and report to the Committee;
  - l. Provide the Committee with legal advice in relation to the case;
  - m. Prepare various applications and memoranda of law submitted to the Court for consideration and handle all other matters relating to the representation of the Committee that may arise;
  - n. Assist the Committee in negotiations with the Debtors and other parties in interest on an exit strategy for this case;
  - o. Analyze and negotiate the Debtors' business plan(s);
  - p. Explore strategic alternatives to the plans proposed by the Debtors and their lenders;
  - q. Analyze, negotiate, and, if appropriate, propose alternatives to the plan(s) of reorganization proposed by the Debtors; and

r. Perform such other legal services for the Committee as may be necessary or proper in this proceeding.

9. The Committee is satisfied that Cooley has no interest adverse to the Debtors' estates.

10. The Committee is of the opinion that it is necessary to employ Cooley and that such employment is in the best interest of the Debtors' estates.

11. Based upon the affidavit of Jeffrey L. Cohen filed contemporaneously herewith, the Committee is satisfied that (i) Cooley represents no interest adverse to the Committee, the Debtors, or their estates, in the matters upon which it is to be engaged and that its employment is in the best interest of the estates, (ii) Cooley has no connection with the U.S. Trustee or any other person employed in the office of the U.S. Trustee, and (iii) Cooley has not been paid any retainer against which to bill fees and expenses.

#### **COOLEY'S RATES AND BILLING PRACTICES**

12. Cooley has advised the Committee that its fees will be commensurate with fees charged to its other clients and fees charged in cases of this size. Cooley has also advised the Committee that it intends to make application to the Court for allowance of its fees. The compensation of Cooley for services rendered on behalf of the Committee shall be fixed by this Court after due application herein pursuant to the rules of this Court.

13. Cooley intends to apply to the Court for compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, promulgated pursuant to General Order M-447 of Chief Bankruptcy Judge Cecelia G. Morris, dated January 29, 2013, and the terms of any administrative order(s) establishing procedures for interim compensation and



reimbursement of expenses for professionals and official committee members entered in these cases.

14. For professional services, fees are based on Cooley's standard hourly rates. The proposed rates of compensation, subject to final Court approval, are the customary hourly rates in effect when services are performed by the attorneys, legal assistants and staff who provide services to the Committee. The current hourly rates of the Cooley professionals anticipated to be staffed on this matter are set forth on Exhibit A which is attached hereto. The hourly rates are subject to periodic adjustment, which adjustments will be made only upon notice to the Committee and to the Office of the U.S. Trustee.

15. Consistent with the firm's policy with respect to its other clients, Cooley will continue to charge the Committee for all other services provided and for other charges and disbursements incurred in rendering services to the Committee. These customary items include, among other things, photocopying, facsimiles, travel, business meals, computerized research, postage, witness fees, and other fees related to trials and hearings. Internal costs or overhead costs and document production services (including regular secretarial and word processing time), will not be charged for separately.

**NOTICE, PRIOR APPLICATION AND WAIVER OF BRIEF**

16. Notice of the instant Application is being given to (i) the Office of the U.S. Trustee (Attn: Richard C. Morrissey, Esq.); (ii) the Debtors and their counsel; (iii) counsel to the DIP lenders; and (iv) any other party having filed with the Court a request for notice (collectively, the "Notice Parties"). The Committee respectfully submits that in light of the nature of the relief requested, no further notice of the relief requested is necessary or required.

17. No prior application has been made in this or any other Court.

18. The Committee submits that the Application does not present novel issues of law requiring the citation to any authority, other than the statutes and rules cited above and, accordingly, submits that no brief is necessary.

**WHEREFORE**, the Committee hereby requests that it be authorized to retain and employ Cooley as its counsel *nunc pro tunc* to February 8, 2013 and that said firm be paid such compensation as may be allowed by this Court, and that this court grant such further relief as is deemed just and proper.

Dated: February 19, 2013

Respectfully submitted,

THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS

By: Harvey S. Goldstein, Rackspace Hosting

Harvey S. Goldstein-Chairman

**EXHIBIT A**

<u>Attorney</u>	<u>Status</u>	<u>Hourly Rate</u>
Cathy Hershcopf	Partner	\$ 845
Jeffrey L. Cohen	Partner	\$ 695
Alex R. Velinsky	Associate	\$ 475
Robert B. Winning	Associate	\$ 435
Rebecca Goldstein	Paralegal	\$ 270



debtors-in-possession in these proceedings (collectively, the "Debtors") at the rates approved by the Court, in compliance with sections 330, 504 and 1103 of the Bankruptcy Code, and to provide disclosure required under Rules 2014(a) and 2016(a) of the Federal Rules of Bankruptcy Procedures (the "Bankruptcy Rules"). Unless otherwise stated in this affidavit, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon Cooley's completion of further review or as additional party-in-interest information becomes available to it, a supplemental affidavit will be submitted to the Court reflecting such amended or modified information.

### **COOLEY'S DISCLOSURE PROCEDURES**

3. Cooley has in the past represented, currently represents, and may in the future represent entities that are claimants of the Debtors in matters unrelated to the Debtors' pending chapter 11 cases. Cooley has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations. Some of those entities are or may consider themselves to be creditors or parties in interest in the Debtors' pending chapter 11 cases or to otherwise have interests in these cases.

4. In order to prepare this affidavit, Cooley compared the Debtors' bankruptcy petitions and list of top 30 unsecured creditors, list of Debtors' largest vendors, list of secured creditors, along with pleadings that have been filed with the Court to date, with the information contained in the conflict check systems and adverse party indexes currently maintained by Cooley (collectively, the "Conflict Check System"). The facts stated in this affidavit as to the relationship between Cooley lawyers and the Debtors, the Debtors' creditors, other parties in interest, the respective attorneys and accountants, the Office of the United States Trustee (the "U.S. Trustee"), other persons employed by the U.S. Trustee, and those persons and entities who

are defined as not disinterested persons in § 101(14) of the Bankruptcy Code are based upon the results of the review of the Conflict Check System. I understand that there is a continuing duty to disclose any adverse interest and change in disinterestedness.

5. The Conflict Check System is a computerized database of current and former clients and adverse and related parties that are regularly maintained and updated in the course of the firm's business. These procedures are designed to include every matter on which the firm is now or has been engaged, by which entity the firm is now or has been engaged, and, in each instance, to include and record the identity of related parties and adverse parties and the attorney in the firm that is knowledgeable about the matter. It is Cooley's policy that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the Conflict Check System the information necessary to check such matter for conflicts, including the identity of the prospective client, the matter and related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by Cooley and reflects entries that are noted in the systems at the time the information becomes known by persons whose regular duties include recording and maintaining this information. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter. As a partner of the firm, I regularly send information to update the Conflict Check System and use and rely upon the information contained in the system in the performance of my duties at Cooley and in my practice of law.

**COOLEY'S CONNECTIONS WITH PARTIES IN INTEREST IN  
MATTERS UNRELATED TO THESE CHAPTER 11 CASES**

6. Any client connections with regard to which Cooley had represented the client within the past two years were reviewed by an attorney working under my supervision and from such review it was determined that, in respect of each connection between Cooley and such

parties, Cooley does not have an interest adverse to the Debtors' estates and is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1103(b) of the Bankruptcy Code.

7. To the best of my knowledge, no attorney at Cooley holds a direct or indirect equity interest in the Debtors or has a right to acquire such an interest.

8. No attorney at Cooley is or has served as an officer, director, or employee of the Debtors.

9. No attorney at Cooley is in control of the Debtors or is a relative of a general partner, director, officer or person in control of the Debtors.

10. No attorney at Cooley is a general or limited partner of a partnership in which one or more of the Debtors is also a general or limited partner.

11. No attorney at Cooley is or has served as an officer, director, or employee of a financial advisor that has been engaged by the Debtors in connection with the offer, sale, or issuance of a security of the Debtors.

12. No attorney at Cooley has represented a financial advisor of the Debtors in connection with the offer, sale, or issuance of a security of the Debtors.

13. Cooley is not and has not previously been a creditor of the Debtors.

14. No attorney at Cooley presently represents a creditor, general partner, lessor, lessee, party to an executory contract of the Debtors, any person otherwise adverse or potentially adverse to the Debtors or their estates, on any matter, whether such representation is related or unrelated to the Debtors or their estates except that Cooley represents or has represented certain of the Debtors' creditors and/or affiliates of the Debtors' creditors in their individual capacities, including, without limitation, Deloitte LLP, Ernst & Young LLP, Flurry, Inc, and Rackspace US,

Inc., in matters wholly unrelated to these cases. The aggregate revenues derived from such representations are minimal, and each representation represents less than 0.1% of Cooley's revenue for the past two years.

15. To the best of my knowledge no attorney at Cooley has previously represented a creditor, general partner, lessor, lessee, party to an executory contract, or person who is otherwise adverse or potentially adverse to the Debtors or their estates, within the last two years on any matter substantially related to these proceedings except as set forth in the preceding paragraph.

16. No attorney at Cooley represents an insider of the Debtors, any subsidiary, or other affiliate.

17. No attorney at Cooley has been paid fees prepetition or holds a security interest, guarantee, or other assurance of compensation for services performed and to be performed in this proceeding except as set forth herein.

18. There is no agreement of any nature, other than the Cooley partnership agreement, as to the sharing of any compensation to be paid to Cooley.

19. No attorney at Cooley has any other connection with the Debtors, their creditors, the U.S. Trustee, or any employee of that office, or any parties in interest in these proceedings.

20. To the best of my knowledge, no attorney at Cooley is a relative of, currently has, or previously has had any connection with the bankruptcy judge approving the employment of Cooley as the Committee's counsel that would render the employment improper.

21. To the best of my knowledge, no attorney at Cooley has any other interest, direct or indirect, that may be affected by the proposed representation.



**COOLEY'S RATES AND BILLING PRACTICES**

22. The legal services Cooley has agreed to provide are detailed in the accompanying retention application and the same is incorporated herein by reference. The attorneys who are presently contemplated to be working on this engagement and their present hourly rates are set forth in Exhibit A to the accompanying retention application. The attorney having primary responsibility on the engagement shall be affiant, a partner in the firm.

23. Cooley has agreed to provide legal services to the Committee and recognizes that any allowance of compensation for services rendered on behalf of the Committee in connection with these proceedings and any reimbursement of disbursements made in connection therewith are subject to the prior approval and authorization by order of this Court. Cooley realizes that any application for fees must be supported by detailed contemporaneous time records. Cooley also understands that this Court's approval of its retention application is not approval of any proposed terms of compensation and, under section 330 of the Bankruptcy Code, this Court may allow compensation on terms different from those proposed.

24. Cooley will abide by the terms of any administrative order establishing professional compensation and reimbursement procedures entered in these cases.

25. For professional services, fees are based on Cooley's standard hourly rates. The proposed rates of compensation, subject to final Court approval, are the customary hourly rates in effect when services are performed by the attorneys, legal assistants, and staff who provide services to the Committee. The current hourly rates are set forth in Cooley's retention application and are subject to periodic adjustment.

26. Consistent with the firm's policy with respect to its other clients, Cooley will continue to charge the Committee for all other services provided and for other charges and

disbursements incurred in rendering services to the Committee. These customary items include, among other things, photocopying, facsimiles, travel, business meals, computerized research, postage, witness fees, and other fees related to trials and hearings. Internal costs or overhead cost and document production services (including regular secretarial and word processing time), will not be charged for separately. Cooley shall at all times adhere to any local rule or chambers guidelines with respect to reimbursement of expenses.

27. Cooley did not receive a retainer with respect to this representation.

28. The foregoing constitutes the statement of Cooley pursuant to sections 330, 504 and 1103 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(a).

Dated: New York, New York  
February 20, 2013

/s/ Jeffrey L. Cohen  
Jeffrey L. Cohen

Sworn to before me this  
20<sup>th</sup> day of February, 2013

/s/ Rebecca G. Goldstein  
Notary Public

REBECCA G. GOLDSTEIN  
Notary Public, State of New York  
No. 01G04814490  
Qualified in Nassau County  
Commission Expires February 28, 2015

**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)

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
COOLEY LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF ATARI INC., *ET AL.*,  
NUNC PRO TUNC TO FEBRUARY 8, 2013**

Upon the application (the "Application"),<sup>2</sup> filed February 20, 2013, of the Official Committee of Unsecured Creditors (the "Committee") of Atari Inc., *et al.*, as debtors and debtors-in-possession in these proceedings (the "Debtors"), to retain Cooley LLP ("Cooley") as its counsel, *nunc pro tunc* to February 8, 2013, pursuant to section 1103 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2014 of the Federal Rules of Bankruptcy Procedure and Rule 2014-1 of the Local Rules; and it appearing that the Court has jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and due notice of the Application having been provided to the Office of the United States Trustee, counsel for the Debtors, counsel to the Debtors' postpetition lender, and any other party having filed with the Court a request for notice; and it appearing that no other or further notice need be provided; and it appearing that no objections to the relief requested having been filed with the Court; and after reviewing the Affidavit of Jeffrey L. Cohen (the "Cohen Affidavit"), a partner of the law firm of Cooley, in support of the Application and

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

<sup>2</sup> Any capitalized term not defined herein shall have the meaning ascribed to it in the Application.

the other motions, pleadings, and papers filed in this case, together with the representations and deliberations on the record, the Court finds that (i) the proposed employment of Cooley as counsel for the Committee is in the best interest of the Committee and the Debtor's bankruptcy estate, and (ii) Cooley and its partners, counsel and associates do not represent or hold any interest adverse to the Committee or Debtors' estates and are disinterested under section 101(14) of the Bankruptcy Code, as modified by section 1103(b) of the Bankruptcy Code; and upon all of the proceedings had before the Court, it is hereby

ORDERED that the Application is granted to the extent provided herein pursuant to section 1103 for the purposes set forth in the Application and the Cohen Affidavit, effective as of February 8, 2013, being the date the Committee elected to retain Cooley; and it is further

ORDERED, that Cooley shall be compensated in accordance with and will file interim and final fee applications for allowance of its compensation and expenses and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, any Order entered in this case establishing procedures for interim compensation and reimbursement of expenses of professionals retained in this case, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (promulgated pursuant to General Order M-447 of Chief Bankruptcy Judge Cecelia G. Morris, dated January 29, 2013), and the United States Trustee Fee Guidelines (collectively, the "Fee Guidelines"); and it is further

ORDERED, that Cooley shall be reimbursed only for reasonable and necessary expenses as provided by the Fee Guidelines; and it is further

ORDERED, that ten business days' notice must be provided by Cooley to the Debtors, the United States Trustee and any official committee prior to any increases in the rates

set forth in the Application, and such notice must be filed with the Court, and the United States Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code; and it is further

ORDERED, that to the extent the Application is inconsistent with this Order, the terms of this Order shall govern; and it is further

ORDERED that this Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: \_\_\_\_\_, 2013  
New York, New York

\_\_\_\_\_  
HONORABLE JAMES M. PECK,  
UNITED STATES BANKRUPTCY JUDGE