

AKIN GUMP STRAUSS HAUER & FELD LLP
One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Ira S. Dizengoff
Kristine G. Manoukian

Robert S. Strauss Building
1333 New Hampshire Avenue, N.W.
Washington, DC 20036-1564
Telephone: (202) 887-4000
Facsimile: (202) 887-4288
Scott L. Alberino (*Admitted Pro Hac Vice*)

*Proposed Counsel to the Debtors and
Debtors in Possession*

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

In re:)	Chapter 11
ATARI, INC., <i>et al.</i> , ¹)	Case No. 13-10176 (JMP)
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF PROPOSED AGENDA OF MATTERS SCHEDULED FOR HEARING ON
MARCH 6, 2013 AT 10:00 A.M. (PREVAILING EASTERN TIME)**

Location of Hearing: The Honorable James M. Peck
United States Bankruptcy Court
for the Southern District of New York
Alexander Hamilton Custom House
One Bowling Green
Courtroom Number 601
New York, New York 10004

Copies of Motion: A copy of each of the Motions and Applications may be viewed
on the Court's website at www.ecf.nysb.uscourts.gov or (without
charge) at the following website: at
<http://www.bmcgroup.com/atari>.

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

The above-captioned debtors and debtors-in-possession propose the following agenda for the hearing scheduled before the Court on March 6, 2013 at 10:00 a.m. (prevailing Eastern Time):

CONTESTED MATTERS

1. **Financing Motion.** (Corrected) Motion of Debtors and Debtors-in-Possession Pursuant to 11 U.S.C. §§ 105, 361, 362, 364 and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 for Entry of Interim and Final Orders (I) Authorizing the Debtors to Incur Post-Petition Secured Indebtedness, (II) Granting First Priority Priming Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection, (IV) Modifying Automatic Stay, and (V) Scheduling a Final Hearing [Docket No. 17]

Responses:

- A. Objection of The BlueBay Value Recovery (Master) Fund Limited to the (Corrected) Motion of Debtors and Debtors-in-Possession Pursuant to 11 U.S.C. §§ 105, 361, 362, 364 and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 for Entry of Interim and Final Orders (I) Authorizing the Debtors to Incur Post-Petition Secured Indebtedness, (II) Granting First Priority Priming Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection, (IV) Modifying Automatic Stay, and (V) Scheduling a Final Hearing, and Demand for Adequate Protection [Docket No. 24]
- B. Limited Objection of the Official Committee of Unsecured Creditors to Entry of Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 364 and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing the Debtors to Incur Postpetition Secured Indebtedness, (II) Granting First Priority Priming Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection, and (IV) Modifying the Automatic Stay [Docket No. 99]

Related Pleadings:

- C. Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 364 and 507 (I) Authorizing the Debtors to Incur Post-Petition Secured Indebtedness, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection, (IV) Modifying Automatic Stay, and (V) Scheduling a Final Hearing [Docket No. 40]
- D. Declaration of Michael Andersen in Support of Entry of a Final Order on Debtors' DIP Financing Motion [Docket No. 60]
- E. Notice of Final Hearing on Certain First Day Motions [Docket No. 58]

F. Notice of Adjournment of Hearing on Matters Previously Scheduled to Be Heard on February 14, 2013 [Docket No. 77]

G. Notice of Filing of Debtor in Possession Credit Agreement [Docket No. 107]

Status: This matter is going forward.

UNCONTESTED MATTERS

2. **Cooley Retention Application.** 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 [Docket No. 89]

Responses: None.

Related Pleadings:

- A. 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 [Docket No. 89]

Status: This matter is going forward.

3. **OCP Motion.** Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 327, 328, 330, and 331 for Entry of an Order *Nunc Pro Tunc* to the Petition Date Authorizing Retention of Professionals Utilized in the Ordinary Course of Business [Docket No. 90]

Responses: None.

Related Pleadings:

- A. Notice of Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 327, 328, 330, and 331 for Entry of an Order *Nunc Pro Tunc* to the Petition Date Authorizing Retention of Professionals Utilized in the Ordinary Course of Business [Docket No. 90]

- B. Notice of Amendment [Docket No. 93]

Status: This matter is going forward.

4. **Akin Gump Retention Application.** Debtors' Application for Entry of an Order Authorizing the Employment and Retention of Akin Gump Strauss Hauer & Feld LLP as Counsel to the Debtors and Debtors in Possession *Nunc Pro Tunc* to February 6, 2013 [Docket No. 94]

Responses: The objection deadline is March 5, 2013 at 12:00 p.m.²

² As of the time of the filing of this agenda, no objections have been filed to the Akin Gump Retention Application.

Related Pleadings:

- A. Debtors' Motion for Entry of an Order Shortening the Notice Period and Fixing the Hearing and Objection Deadline to Consider Approval of the Debtors' Application for Entry of an Order Authorizing the Employment and Retention of Akin Gump Strauss Hauer & Feld LLP as Counsel to the Debtors and Debtors in Possession *Nunc Pro Tunc* to February 6, 2013 [Docket No. 95]
- B. Order Shortening the Notice Period and Fixing the Hearing and Objection Deadline to Consider Approval of the Debtors' Application for Entry of an Order Authorizing the Employment and Retention of Akin Gump Strauss Hauer & Feld LLP as Counsel to the Debtors and Debtors in Possession *Nunc Pro Tunc* to February 6, 2013 [Docket No. 97]
- C. Notice of Hearing on Debtors' Application for Entry of an Order Authorizing the Employment and Retention of Akin Gump Strauss Hauer & Feld LLP as Counsel to the Debtors and Debtors in Possession *Nunc Pro Tunc* to February 6, 2013 [Docket No. 98]

Status: This matter is going forward.

ADJOURNED MATTERS

- 1. **Critical Vendors Motion.** Motion of the Debtors and Debtors-in-Possession for Entry of an Order (I) Authorizing, But Not Directing, Payment of Certain Prepetition Claims of Critical Vendors; and (II) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers [Docket No. 9]

Responses:

- A. Objection of the BlueBay Value Recovery (Master) Fund Limited to the Motion of Debtors and Debtors-in-Possession for Entry of an Order (I) Authorizing, But Not Directing, Payment of Certain Prepetition Claims of Critical Vendors; and (II) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers [Docket No. 25]

Related Pleadings:

- B. Order Authorizing, But Not Directing, Payment of Certain Prepetition Claims of Critical Vendors; and (II) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers [Docket No. 37]
- C. Notice of Hearing on First Day Motions [Docket No. 18]
- D. Notice of Amendment [Docket No. 87]

E. Stipulated Notice of Amendment [Docket No. 106]

Status: The relief requested in the Critical Vendors Motion as it relates to Chris Sawyer has been adjourned to the hearing on March 20, 2013.

New York, New York
Dated: March 4, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff
Ira S. Dizengoff
Kristine G. Manoukian
One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
idizengoff@akingump.com
kmanoukian@akingump.com

Scott L. Alberino
Robert S. Strauss Building
1333 New Hampshire Avenue, N.W.
Washington, DC 20036-1564
Telephone: (202) 887-4000
Facsimile: (202) 887-4288
salberino@akingump.com

Proposed Counsel to the Debtors and Debtors in Possession