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**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)

**MOTION FOR ENTRY OF AN ORDER (A) ESTABLISHING
THE DEADLINE FOR FILING PROOFS OF CLAIM AGAINST THE
DEBTORS, INCLUDING ADMINISTRATIVE CLAIMS PURSUANT
TO BANKRUPTCY CODE SECTION 503(b)(9); (B) APPROVING
THE FORM AND MANNER FOR FILING SUCH PROOFS OF CLAIM;
AND (C) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Atari, Inc. (“*Atari*”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”), file this motion (the “*Motion*”), seeking entry of an order, substantially in the form annexed hereto as **Exhibit A** (the “*Proposed Order*”), (a) establishing the deadline for filing proofs of claim against the Debtors, including administrative expense

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

claims filed pursuant to section 503 of title 11 of the United States Code (the “*Bankruptcy Code*”); (b) approving the form and manner for filing such proofs of claim; and (c) approving notice thereof. In addition, pursuant to General Order M-386 (as defined below), the Debtors seek entry of the Proposed Order without a further notice or hearing. In support of this Motion, the Debtors respectfully represent as follows:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are Bankruptcy Code section 501, Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), Rule 3003-1 of the Local Bankruptcy Rules for the Southern District of New York (the “*Local Rules*”), and General Order M-386 of the United States Bankruptcy Court Southern District of New York (“*General Order M-386*”).

BACKGROUND

A. Background of the Chapter 11 Cases

4. On January 21, 2013 (the “*Petition Date*”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their business and manage their properties as debtors-in-possession pursuant to Bankruptcy Code sections 1107(a) and 1108. No request for the appointment of a trustee or an examiner has been made in these cases.

5. By an order entered on January 24, 2013, the Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b) [Docket No. 27]. On February 6, 2013, the United States Trustee for

the Southern District of New York (the “*U.S. Trustee*”) appointed the Official Committee of Unsecured Creditors (the “*Committee*”) [Docket No. 64]. On February 15, 2013, the Court entered an order authorizing the retention and appointment of BMC Group, Inc. (“*BMC*”) as the Debtors’ claims and noticing agent [Docket No. 85].

6. On March 7, 2013, the Court entered a final order [Docket No. 125] authorizing the Debtors to enter into the post-petition financing credit agreement (the “*DIP Credit Agreement*”) with Alden Global Value Recovery Master Fund, L.P. (the “*DIP Lender*”) pursuant to which the Debtors obtained post-petition senior secured super priority financing of up to \$5,000,000 (the “*DIP Facility*”).

B. The Need for a Bar Date

7. Bankruptcy Rule 3003(c)(3) provides that the bankruptcy court shall fix the time within which proofs of claim must be filed in a chapter 11 case pursuant to Bankruptcy Code section 501. Pursuant to section 6.01(g)(xx)(B) of the DIP Credit Agreement, the Debtors are required to establish a bar date for filing proofs of claim to be no later than April 30, 2013. In light of this requirement, and in an effort to facilitate a global resolution of claims amongst the significant stakeholders, it is critical that the claims pool for each Debtor is established at this time.

8. The Debtors believe that clearly established procedures for the filing of claims against the Debtors will limit confusion on the part of creditors and result in an efficient claims process. Specifically, the Debtors intend to send personalized proofs of claim to known creditors that provide information about how a particular creditor’s claim is listed on the Debtors’ schedules of assets and liabilities (the “*Schedules*”), which were filed on March 6, 2013. If a creditor agrees with the treatment of its claim as provided for in the Schedules and reflected on the personalized proof of claim, the creditor will not be required to file a proof of claim.

C. Proposed Bar Dates

9. General Bar Date: Except in the case of certain explicit exceptions set forth herein, the Debtors request that the Court establish **April 30, 2013 at 5:00 p.m. (prevailing Eastern Time)** (the “*General Bar Date*”) as the date by which all entities (each a “*Claimant*”), other than governmental units, that hold or wish to assert a claim (each a “*Claim*”) (as such term is defined in Bankruptcy Code section 101(5)) against any of the Debtors that arose or is deemed to have arisen before the Petition Date, including a Claim pursuant to Bankruptcy Code section 503(b)(9), must file proof thereof (each a “*Proof of Claim*”).

10. Governmental Bar Date: In addition to the General Bar Date, the Debtors propose that the Court establish **July 22, 2013 at 5:00 p.m. (prevailing Eastern Time)** (the “*Governmental Bar Date*”) as the date by which all Governmental Units (as such term is defined in Bankruptcy Code section 101(27)) holding Claims against any of the Debtors that arose (or are deemed to have arisen) before the Petition Date must file Proofs of Claim, including Claims for unpaid taxes, whether such Claims arose from pre-petition tax periods or pre-petition transactions to which any of the Debtors were a party.

11. Amended Schedules Bar Date: Solely in the event that the Debtors amend their Schedules, the Debtors propose that the Court establish the later of (a) the General Bar Date, (b) a time period fixed by the Court, or (c) if no date is provided, 30 days from the date on which the Debtors provided notice of such amendment to the Schedules as the date by which claimants holding Claims affected by such amendment must file Proofs of Claim with respect to such Claims (the “*Amended Schedules Bar Date*”).

12. Rejection Bar Date: The Debtors expect to reject certain executory contracts and/or unexpired leases pursuant to Bankruptcy Code sections 365 and 1123. As a result, the Debtors anticipate that counterparties to such rejected contracts and leases may assert Claims in

connection with such rejection. Thus, the Debtors propose that, solely with respect to such rejection damages claims, the Court establish the later of (a) the General Bar Date, (b) 30 days after the date of entry of an order authorizing the Debtors to reject a contract or lease pursuant to Bankruptcy Code section 365, or (c) any date that the Court may fix in the applicable order authorizing such rejection as the date by which a counterparty to such rejected contract or lease must file a Proof of Claim for rejection damages (the “**Rejection Bar Date**”).²

13. Supplemental Bar Dates: The Debtors anticipate establishing supplemental bar dates in these chapter 11 cases on a very limited basis where it is necessary to ensure all known and unknown creditors receive notice of the bar date (the “**Supplemental Bar Dates**” and, together with the General Bar Date, Governmental Bar Date, Amended Schedules Bar Date, and Rejection Bar Date, the “**Bar Dates**,” and each a “**Bar Date**”). To minimize attendant time and expense associated with filing individual requests for subsequent bar date orders from the Court, the Debtors seek authority to set a Supplemental Bar Date as needed with respect to creditors who become known to the Debtors after the applicable Bar Date. To ensure parties in interest receive adequate notice of the Supplemental Bar Date, the Debtors propose to (i) file a notice of the Supplemental Bar Date with the Court and (ii) mail notice of the Supplemental Bar Date to known claimants subject to such Supplemental Bar Date.

14. The Debtors believe the vast majority of their creditors will be subject to the General Bar Date and, therefore, will receive approximately 35 days’ notice thereof. The Debtors do not anticipate establishing a Supplemental Bar Date until further into these chapter 11 cases, if at all.

² For the avoidance of doubt, a party to an executory contract or unexpired lease that asserts a Claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a Proof of Claim for such amounts on or before the General Bar Date unless another exception identified herein applies.

D. Parties Required to File Proofs of Claim

15. The Debtors propose that all of the following entities holding Claims against the Debtors (whether secured, unsecured priority, or unsecured non-priority) must file Proofs of Claim on or before the applicable Bar Date:

- (a) any Claimant, except an employee of the Debtors, whose Claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed in the Schedules as disputed, contingent, or unliquidated, if the holder of such Claim desires to participate in any of the Debtors' chapter 11 cases or share in any distribution in the Debtors' chapter 11 cases on account of such Claim;
- (b) any Claimant that believes that its Claim is improperly classified in the applicable Schedules, or is listed in an incorrect amount, and who desires to have its Claim allowed in a classification or amount other than that identified in the Schedules;
- (c) any Claimant that has a Claim for damages or rescission based on the purchase or sale of an equity security. The Debtors reserve all rights with respect to any such Claims including, *inter alia*, to assert that such Claims are subject to subordination pursuant to Bankruptcy Code section 510(b); and
- (d) any Claimant holding a Claim against the Debtors that is allowable under Bankruptcy Code section 503(b)(9) as an administrative expense of the chapter 11 cases.

E. Parties Not Required to File Proofs of Claim

16. There are several categories of claimants who, as a matter of law, procedure or case administration, should not be required to file a Proof of Claim by the applicable Bar Date. Specifically, the Bar Dates should not apply to:

- (a) any Claimant who has already filed a signed Proof of Claim against the applicable Debtor with the Clerk of the Court or BMC in a form substantially similar to Official Bankruptcy Form 10;
- (b) any Claimant whose Claim is listed in the Debtors' Schedules, but only if (i) such Claim is not scheduled as "disputed", "contingent", or "unliquidated"; (ii) the Claimant does not disagree with the amount, nature, and priority of the Claim as set forth in the Schedules; and (iii) the Claimant does not dispute that the Claim is an obligation of the specific Debtor(s) as set forth in the Schedules;
- (c) any Claimant whose Claim has been allowed by order of the Court before the applicable Bar Date;

- (d) any Claimant whose Claim against the Debtors has been paid in full by any of the Debtors or any other party;
- (e) any Debtor who holds a Claim against another Debtor;
- (f) any Claimant whose Claim is subject to other specific deadlines fixed by this Court;
- (g) any Claimant whose Claim is based on an interest in an equity security of the Debtors; *provided, however*, that any Claimant who wishes to assert a Claim for damages or rescission against any of the Debtors based on the purchase or sale of an equity security, must file a Proof of Claim on or before the General Bar Date. The Debtors reserve all rights with respect to any such Claims including, *inter alia*, to assert that such Claims are subject to subordination pursuant to Bankruptcy Code section 510(b);
- (h) any Claimant whose Claim is allowable under Bankruptcy Code sections 503(b) and 507(a)(2) as an administrative expense of the Debtors' chapter 11 cases, with the exception of a Claim allowable under Bankruptcy Code section 503(b)(9), which is subject to the General Bar Date;
- (i) any current employee of any of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided* that a current employee must submit a proof of claim by the General Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, and claims covered by the Debtors' workers' compensation insurance; and
- (j) any current officer, director or employee of any of the Debtors with a claim for indemnification, contribution, or reimbursement.

F. Proposed Procedures for Filing of Proofs of Claim

(i) Proof of Claim Form

17. The Debtors have prepared a form for filing each Proof of Claim (the "***Proof of Claim Form***"). A copy of the Proof of Claim Form is attached as **Exhibit 1** to **Exhibit A** annexed hereto and incorporated herein by reference. The proposed Proof of Claim Form is based on Official Form 10, and the Debtors request that the Court approve the proposed Proof of Claim Form for the filing of Proofs of Claim in the Debtors' chapter 11 cases.

18. The Debtors further propose to provide, with the assistance of BMC, a "personalized" Proof of Claim Form to each of the creditors listed on the Debtors' Schedules.

Each personalized Proof of Claim Form will include information reflected in the Debtors' Schedules as to the appropriate entity's name, the amount of the entity's Claim against the applicable Debtor, the type of Claim held by such entity (*i.e.*, secured, unsecured priority, or unsecured non-priority), and whether such Claim is disputed, contingent, or unliquidated. Each creditor will have an opportunity to inspect the Proof of Claim Form provided by BMC and correct any information that is missing, incorrect, or incomplete. Additionally, any creditor may choose to submit a Proof of Claim on a form substantially similar to Official Form 10 or on a form substantially similar to the Proof of Claim Form provided by the Debtors. The Proof of Claim Form, as well as the personalized information contained therein, will facilitate these chapter 11 cases by reducing delay, confusion, and expense, and will make possible the matching of filed Claims with those listed on the Schedules, while providing additional time for each Claimant to correct any incorrect information.

(ii) Requirements for Preparing and Filing Proofs of Claim

19. The Debtors further request the following with respect to filing and preparing each Proof of Claim:

- (a) Each Proof of Claim must: (i) be written in English; (ii) include a Claim amount denominated in U.S. dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Bankruptcy Form 10; (iv) state a Claim against only one Debtor; (v) clearly indicate the Debtor against which the creditor is asserting a Claim; and (vi) be signed by the Claimant or if the Claimant is not an individual, by an authorized agent of the Claimant;
- (b) Each Proof of Claim must specify by name and case number the Debtor against which the Claim is filed; *provided, however*, that if the holder asserts a Claim against more than one Debtor or has Claims against different Debtors, a separate Proof of Claim Form must be filed with respect to each Debtor;
- (c) If a creditor files a claim and indicates an inconsistent Debtor name and case number, the claim will be deemed filed against the named Debtor;
- (d) Each Proof of Claim must include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation)

or an explanation as to why such documentation is not available; *provided, however,* that a Proof of Claim may be filed without supporting documentation upon the prior written consent of the Debtors and any other party in interest; *provided further* that any creditor that received such written consent shall be required to transmit such writings to the Debtors or other party in interest upon request no later than 10 days from the date of such request;

- (e) All Proofs of Claim must be **actually received** no later than 5:00 p.m. prevailing Eastern Time on the applicable Bar Date at the following address:

**IF SENT BY FIRST-CLASS U.S. MAIL
(POSTAGE PREPAID):**

BMC Group, Inc.
Attn.: Atari Claims Processing
PO BOX 3020
Chanhassen, MN 55317-3020

**IF DELIVERED IN PERSON, BY COURIER
SERVICE OR BY OVERNIGHT DELIVERY:**

BMC Group, Inc.
Attn.: Atari Claims Processing
18675 Lake Drive East
Chanhassen, MN 55317

**OR BY DELIVERING THE ORIGINAL
PROOF OF CLAIM BY HAND TO:**

United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 610
New York, NY 10004-1408

NEITHER THE COURT NOR BMC WILL ACCEPT A PROOF OF CLAIM SENT BY FACSIMILE OR E-MAIL; and

- (f) A Claimant who wishes to receive acknowledgment of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to BMC along with the original Proof of Claim.

(iii) *Consequences of Failing to File a Proof of Claim by the Applicable Bar Date*

20. Pursuant to Bankruptcy Rule 3003(c)(2), any Claimant who is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar

Date shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution.

G. Proposed Procedures for Providing Notice of the Bar Dates and the Proof of Claim Form

21. Notice by Mail: The Debtors, with the assistance of BMC, propose to serve the following materials by first-class U.S. mail, postage prepaid, no later than three business days after the date of entry of the Bar Date Order: (a) written notice of the Bar Dates in substantially the form attached as **Exhibit 2** to **Exhibit A** annexed hereto (the “*General Bar Date Notice*”) and (b) the Proof of Claim Form (collectively, the “*Bar Date Package*”). This information will notify parties of the Bar Dates and inform them as to whether they must file a Proof of Claim, the procedure for filing a Proof of Claim and the consequences of failure to timely file a Proof of Claim.

22. BMC will serve the Bar Date Package on the following parties:

- (a) the U.S. Trustee;
- (b) counsel to the Committee;
- (c) counsel to the DIP Lender;
- (d) counsel to Atari S.A.;
- (e) all persons or entities that have requested notice of the proceedings in the chapter 11 cases;
- (f) all persons or entities that have filed Claims against the Debtors, if any;
- (g) all creditors and other known holders of Claims against the Debtors as of the date of the Bar Date Order, if any, including all persons or entities listed in the Schedules as holding Claims against one or more of the Debtors;
- (h) all parties to executory contracts and unexpired leases of the Debtors listed on the Schedules, if any;
- (i) all parties to litigation with the Debtors;
- (j) the Internal Revenue Service;

- (k) the United States Attorney for the Southern District of New York and relevant state attorneys general;
- (l) the United States Department of Justice; and
- (m) such additional persons and entities as deemed appropriate by the Debtors.

23. After the initial mailing of the Bar Date Package, the Debtors anticipate that it may be appropriate to make supplemental mailings of notices in a number of situations, including in the event that (a) notices are returned by the post office with forwarding addresses (unless notices are returned as “return to sender” without a forwarding address, in which case the Debtors should not be required to mail additional notices to such creditors) or (b) additional potential claimants that become known as a result of the Bar Date noticing process. In this regard, the Debtors request that the Court permit them, with the assistance of BMC, to make supplemental mailings of the General Bar Date Notice in these and similar circumstances at any time in advance of the applicable Bar Date, with any such mailings being deemed timely and the Bar Date being applicable to the recipient creditors. The Debtors believe that these proposed supplemental mailings will help to provide **actual notice** to known creditors wherever practicable, while at the same time preserving the integrity of the applicable Bar Date and easing the administrative burden on the Debtors.

24. **Notice by Publication:** In addition to mailing the Bar Date Package by mail to individual recipients, and in the interest of ensuring that all creditors receive notice of the Bar Dates, the Debtors submit that it would be in the best interest of their estates to give additional notice of the Bar Dates by publication.

25. In accordance with Bankruptcy Rule 2002(l), the Debtors seek authority to publish the notice modified for publication in substantially the form attached as **Exhibit 3** to **Exhibit A** annexed hereto (the “***Publication Notice***”) in the *USA Today* on one occasion on or

before **April 2, 2013**, subject to applicable publication deadlines, thus satisfying the requirements of Bankruptcy Rule 2002(a)(7) that such notice be published at least 21 days before the applicable Bar Date and General Order M-386 suggesting that such notice be published at least 28 days before the applicable Bar Date.³ The Publication Notice will include a URL for a website where creditors may obtain copies of the Proof of Claim Form and information concerning the procedures and appropriate deadlines for filing Proofs of Claim.

RELIEF REQUESTED

26. By this motion, the Debtors respectfully request entry of an order (a) establishing deadlines for filing Proofs of Claim against the Debtors, including administrative claims filed pursuant to Bankruptcy Code section 503(b)(9); (b) approving the form and manner for filing such Proofs of Claim; and (c) approving notice thereof.

27. **Pursuant to General Order M-386, the Debtors represent that the Proposed Order has been approved in form and substance by the Committee, the DIP Lender, the U.S. Trustee and the secured creditor with a lien on a substantial portion of the Debtors' assets. Accordingly, the Debtors request that the Proposed Order be entered by the Court without a further notice or hearing.**

BASIS FOR RELIEF REQUESTED

A. Ample Authority Exists to Establish the Bar Dates

28. The Bankruptcy Code broadly defines "claim" to include:

(A) right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or

³ Notice by publication is appropriate where notice by mail is impracticable or it is desirable to supplement the bar date notice. *See* Fed. R. Bankr. P. 2002(l).

(B) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

11 U.S.C. § 101(5).

Generally, a claimant must file a proof of claim with the bankruptcy court to assert a claim in a bankruptcy proceeding. *See* 11 U.S.C. § 501(a).

29. Bankruptcy Rule 3003(c)(3) provides that the bankruptcy court shall fix the time within which proofs of claim must be filed in a chapter 11 case pursuant to Bankruptcy Code section 501. Bankruptcy Rule 3003(c)(2) provides that any creditor whose claim is not listed in a debtor's schedule of assets and liabilities or whose claim is scheduled as disputed, contingent, or unliquidated must file a proof of claim. Although Bankruptcy Rule 2002 generally provides that parties in interest must receive, at a minimum, "21 days' notice by mail of . . . the time fixed for filing proofs of claims pursuant to Rule 3003(c) . . . ," neither the Bankruptcy Code, the Bankruptcy Rules, nor the Local Rules specify a time by which proofs of claim must be filed in chapter 11 cases (other than Bankruptcy Code section 502(b)(9) relating to governmental units).

30. It is well-recognized that bar dates play an essential role in the twin goals of bankruptcy—preserving going concerns and maximizing property available to satisfy creditors. *See Bank of Am. Nat'l Trust and Sav. Assoc. v. 203 N. LaSalle St. P'ship*, 526 U.S. 434, 453 (1999). Bar dates allow the debtor and parties in interest to expeditiously determine and evaluate the liabilities of the estate and develop a sound plan of reorganization or liquidation. Prolonged uncertainty regarding claims can delay and potentially derail this process. As this Court has previously noted, "[a]bsent the setting of a bar date, a Chapter 11 case could not be administered to a conclusion. There would be no time established for the filing of claims." *In re Waterman S.S. Corp.*, 59 B.R. 724, 726 (Bankr. S.D.N.Y. 1986).

31. Establishing the Bar Dates as described herein is critical to the Debtors' chapter 11 cases. In addition to driving the claims process, the Bar Dates will ensure that creditors receive clear and adequate notice of the Bar Dates so as to protect their interests in these chapter 11 cases. Indeed, the proposed procedures are calibrated to provide comprehensive notice and clear instructions to creditors and allow these chapter 11 cases to move forward quickly with minimum administrative expense and delay.

B. The Proposed Notice Procedure Is Reasonable and Adequate

32. To ensure that as wide a range of potential creditors as possible will be apprised of the Bar Date and have the opportunity to file a Proof of Claim in the Debtors' chapter 11 cases, the Debtors seek to give all interested parties appropriate notice of the applicable Bar Date either by mailing notice or publication notice, as applicable. The Debtors' proposed procedures are well-rooted in precedent and chapter 11 practice.

33. As discussed above, Bankruptcy Rule 2002(a)(7) requires that debtors provide creditors at least 21 days' notice by mail of the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c). Additionally, General Order M-386 provides that the general bar date should be 35 days after the mailing date, but also permits the Court, for cause shown, to reduce the notice period to 21 days after mailing in accordance with Bankruptcy Rules 2002(a)(7) and 9006(c)(2). Further, Bankruptcy Rule 2002(l) provides that the Court may order notice by publication if it finds that notice by mail is impractical or it is desirable to supplement other notice. Bankruptcy Rule 9008 also provides that the Court shall determine the form and manner of publication notice, the newspapers used and the frequency of publication.

34. The Debtors propose to mail notice of the Bar Dates to all known creditors and rely on publication to provide notice of the Bar Dates to the unknown creditors. This procedure is consistent with applicable case law and practice in this district. *See Mullane v. C. Hanover*

Bank & Trust Co., 339 U.S. 306, 317 (1950) (publication is acceptable “where it is not reasonably possible or practicable to give more adequate warning,” whereas when names and addresses are available, notice must be mailed); *In re Enron Corp.*, No. 01-16034 (AJG), 2006 WL 898031, at *4 (Bankr. S.D.N.Y. Mar. 29, 2006) (“A debtor must send actual notice of the bar date to any known creditor, while constructive notice is generally sufficient with an unknown creditor.”); *Daewoo Int’l (Am.) Corp. Creditor Trust v. SSTS Am. Corp.*, No. 02 Civ. 9629(NRB), 2003 WL 21355214, at *3 (S.D.N.Y. June 11, 2003) (same).

35. To determine the adequacy of notice to a creditor, the case law distinguishes between “known” and “unknown” entities. The United States Supreme Court has characterized a “known” entity as one whose identity is either known or is “reasonably ascertainable” by the debtor. *Tulsa Prof’l Collection Servs., Inc. v. Pope*, 485 U.S. 478, 490 (1988). An “unknown” entity is one whose “interests are either conjectural or future or, although they could be discovered upon investigation, do not in due course of business come to knowledge [of the debtor].” *See Mullane*, 339 U.S. at 317.

36. Where a creditor is known to a debtor, due process requires that the debtor take reasonable steps, such as direct mailing, to provide actual notice of the deadline for filing proofs of claim. *See Tulsa Prof’l Collection Servs., Inc. v. Pope*, 485 U.S. 478, 491 (1988) (holding that where creditor was known or “reasonably ascertainable,” then due process only requires “notice by mail or other means as certain to ensure actual notice”); *Fogel v. Zell*, 221 F.3d 955, 963 (7th Cir. 2000) (“If his name and address are reasonably ascertainable, he is entitled to have that information sent directly to him”); *Waterman S.S.*, 157 B.R. at 221 (same).

37. A debtor must undertake “reasonably diligent efforts” to uncover the identities and claims of known creditors. *In re Brooks Fashion Stores*, No. 92 Civ. 1571 (KTD), 1994 WL

132280, at *2 (S.D.N.Y. Apr. 14, 1994). A debtor does not have to undergo a “vast, open-ended investigation,” but rather needs to focus only on its own “books and records.” *In re XO Commc’ns*, 301 B.R. 782, 793 (Bankr. S.D.N.Y. 2003) (quoting *Chemetron Corp. v. Jones*, 72 F.3d 341, 347 (3d Cir. 1995)). Although a debtor is obligated to review its own books and records to ascertain the identity of its creditors, “[d]ebtors cannot be required to provide actual notice to anyone who potentially could have been affected by their actions; such a requirement would completely vitiate the most important goal of prompt and effectual administration and settlement of the debtors’ estates.” *Grant v. U.S. Home Corp. (In re U.S.H. Corp. of N.Y.)*, 223 B.R. 654, 659 (Bankr. S.D.N.Y. 1998).

38. Where a creditor is unknown to a debtor, due process requires that the debtor take reasonable steps, such as notice by publication, to provide constructive notice of the deadline for filing proofs of claim. *See XO Commc’ns*, 301 B.R. at 792 (if a creditor is unknown, constructive notice is generally sufficient); *DePippo v. Kmart Corp. (In re DePippo)*, 335 B.R. 290, 296 (S.D.N.Y. 2005) (“It is well-settled that when a creditor is ‘unknown’ to the debtor publication notice of the claims bar date is adequate constructive notice sufficient to satisfy due process requirements”); *U.S.H. Corp. of New York*, 223 B.R. at 658 (same). Furthermore, debtors are not required to publish notice in an excessive number of publications. *See In re Best Prods. Co.*, 140 B.R. 353 (Bankr. S.D.N.Y. 1992) (finding it impractical to expect a debtor to publish notice in every newspaper that an unknown creditor possibly may read).

39. The Debtors submit that the relief requested herein provides for clear notice of the Bar Dates in satisfaction of the requirements of the Bankruptcy Rules and consistent with the underlying policies of the Bankruptcy Code. Specifically, the Debtors intend to mail the Bar Date Package within three business days after entry of this order, publish the Publication Notice

by a date that is at least 28 days before the General Bar Date, and establish the General Bar Date on a date that is at least 35 days after the Bar Date Package is served. By establishing the Bar Dates in accordance with the provisions hereof, all known Claimants will have at least 35 days' mailed notice and unknown or unreachable claimants will have 28 days of constructive notice of the General Bar Date, for filing their Proofs of Claim, thereby satisfying General Order M-386 and Bankruptcy Rule 2002(a)(7).

40. In the event the Debtors amend their Schedules subsequent to the date on which the Debtors serve the Bar Date Package, the Debtors shall give notice of any amendment to the holders of claims affected thereby, and such holders shall have until the later of (a) the General Bar Date, (b) a time period fixed by the Court, or (c) if no date is provided, 30 days from the date on which the Debtors provided notice of such amendment to file Proofs of Claim in respect of their Claim or be forever barred from doing so.

41. In addition, in the event the Debtors reject an executory contract or unexpired lease subsequent to the date on which the Debtors serve the Bar Date Package, solely with respect to rejection damages claims, the counterparty to such rejected contract or lease shall have until the later of (a) the General Bar Date, (b) 30 days after the date of entry of an order authorizing the Debtors to reject such contract or lease, or (c) any date that the Court may fix in the applicable order authorizing such rejection to file Proofs of Claim in respect of their Claim for rejection damages or be forever barred from doing so.

42. The Debtors believe that the procedures and notice periods described herein afford creditors ample opportunity to file Proofs of Claim while ensuring that the Debtors remain in chapter 11 for no longer than is necessary to achieve a successful sale of all or substantially all of the Debtors' assets and the wind-down of their estates. Accordingly, for all of the foregoing

reasons, the Debtors respectfully submit that the proposed Bar Dates and the form and manner of providing notice thereof are appropriate in light of the facts and circumstances of these cases, inure to the benefit of all parties in interest and should be approved.

RESERVATION OF RIGHTS

43. Nothing contained herein is intended to or should be construed as a waiver of the Debtors' rights to (a) dispute or assert offsets or defenses against any filed Proof of Claim or any Claim listed on the Debtors' Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any Claim listed or reflected in the Schedules as contingent, disputed, or unliquidated; or (c) otherwise amend or supplement the Schedules.

MOTION PRACTICE

44. This motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this motion. Accordingly, the Debtors respectfully submit that this motion satisfies Local Rule 9013-1(a).

NOTICE

Notice of this Motion has been provided to: (a) the U.S. Trustee; (b) counsel to the Committee; (c) counsel to the DIP Lender; (d) counsel to Atari, S.A.; (e) the Internal Revenue Service; (f) the New York State Attorney General; and (g) all parties that have filed a notice of appearance or have requested service in these chapter 11 cases. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court: (i) enter an order,⁴ substantially in the form annexed hereto as **Exhibit A**, (a) establishing the Bar Dates, (b) approving the form and manner for filing Proofs of Claim against the Debtors, and (c) approving notice thereof; (ii) enter the Proposed Order without a further notice or hearing pursuant to General Order M-386; and (iii) grant such other and further relief as may be just, proper and equitable.

New York, New York
Dated: March 15, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff

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Counsel to the Debtors and Debtors in Possession

⁴ The Proposed Order differs from the form of order approved by General Order M-386 only where necessary to accommodate the unique facts and circumstances of the Debtors' chapter 11 cases.

EXHIBIT A

Proposed Order

**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)

ORDER (A) ESTABLISHING THE DEADLINE FOR FILING PROOFS OF CLAIM AGAINST THE DEBTORS, INCLUDING ADMINISTRATIVE CLAIMS PURSUANT TO BANKRUPTCY CODE SECTION 503(b)(9); (B) APPROVING THE FORM AND MANNER FOR FILING SUCH PROOFS OF CLAIM; AND (C) APPROVING THE FORM AND MANNER OF NOTICE THEREOF

Upon the motion (the “*Motion*”)² of the Debtors for entry of an order (a) establishing the deadline for filing Proofs of Claim against the Debtors, including administrative claims filed pursuant to Bankruptcy Code section 503(b)(9); (b) approving the form and manner for filing such Proofs of Claim; and (c) approving the form and manner of notice thereof; and upon the representation of the Debtors that the Proposed Order was approved in form and substance by the Committee, the DIP Lender, the U.S. Trustee and the secured creditor with a lien on a substantial portion of the Debtors’ assets in accordance with General Order M-386; and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and after due deliberation and sufficient cause appearing therefore,

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

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.

A. The Bar Dates

2. General Bar Date: Except as otherwise provided herein, each person or entity that asserts a Claim (as that term is defined in Bankruptcy Code section 101(5)) against any of the Debtors that arose (or is deemed to have arisen) before the Petition Date shall be required to file an original, written proof of that Claim in substantially the form annexed hereto as **Exhibit 1**. Except as explicitly set forth herein, all Proofs of Claim must be filed so that they are **actually received** on or before **April 30, 2013 at 5:00 p.m. (prevailing Eastern Time)**, at the address and in the form set forth herein.

3. Governmental Bar Date: All Governmental Units (as that term is defined in Bankruptcy Code section 101(27)) holding Claims that arose (or are deemed to have arisen) before the Petition Date must file Proofs of Claim, including Claims for unpaid taxes, whether such Claims arose from pre-petition tax periods or pre-petition transactions to which any of the Debtors were a party must file such Proofs of Claim so that they are **actually received** on or before **July 22, 2013 at 5:00 p.m. (prevailing Eastern Time)**, at the address and in the form set forth herein.

4. Amended Schedules Bar Date: In the event the Debtors amend their Schedules, the Debtors shall give notice of any supplement or amendment to the holders of Claims affected thereby, and the bar date for filing a Proof of Claim with respect to any Claim affected by such amendment to the Schedules shall be the later of (a) the General Bar Date, (b) a time period fixed by the Court, or (c) if no date is provided, 30 days from the date on which the Debtors provided notice of such amendment to the Schedules.

5. Rejection Bar Date: Any holder of a Claim arising from the Debtors' rejection of an executory contract or unexpired lease pursuant to Bankruptcy Code sections 365 or 1123 must file a Proof of Claim, solely with respect to such rejection damages Claim, by the later of (a) the General Bar Date, (b) 30 days after the date of entry of an order authorizing the Debtors to reject a contract or lease pursuant to Bankruptcy Code section 365, or (c) any date that the Court may fix in the applicable order authorizing such rejection.³

6. Supplemental Bar Dates: The Debtors may request a Supplemental Bar Date as needed with respect to creditors who become known to the Debtors after the applicable Bar Date. To ensure parties in interest receive adequate notice of the Supplemental Bar Date, the Debtors shall: (i) file a notice of the Supplemental Bar Date with the Court and (ii) mail notice of the Supplemental Bar Date to known creditors subject to such Supplemental Bar Date.

B. Parties Not Required to File Proofs of Claim

7. Notwithstanding the foregoing, the following classes of creditors are not required to submit Proofs of Claim in accordance with the Bar Dates established herein:

- (a) any Claimant that has already filed a signed Proof of Claim against the applicable Debtor with the Clerk of the Court or BMC, in a form substantially similar to Official Bankruptcy Form 10;
- (b) any Claimant whose Claim is listed in the Debtors' Schedules, but only if (i) such Claim is not scheduled as "disputed", "contingent", or "unliquidated"; (ii) the Claimant does not disagree with the amount, nature, and priority of the Claim as set forth in the Schedules; and (iii) the Claimant does not dispute that the Claim is an obligation of the specific Debtor(s) as set forth in the Schedules;
- (c) any Claimant whose Claim has been allowed by order of the Court before the applicable Bar Date;

³ For the avoidance of doubt, a party to an executory contract or unexpired lease that asserts a Claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a Proof of Claim for such amounts on or before the General Bar Date unless another exception identified herein applies.

- (d) any Claimant whose Claim against the Debtors has been paid in full by any of the Debtors or any other party;
- (e) any Debtor who holds a Claim against another Debtor;
- (f) any Claimant whose Claim is subject to other specific deadlines fixed by this Court;
- (g) any Claimant whose Claim is based on an interest in an equity security of the Debtors; *provided, however*, that any Claimant who wishes to assert a Claim for damages or rescission against any of the Debtors based on the purchase or sale of an equity security, must file a Proof of Claim on or before the General Bar Date. The Debtors reserve all rights with respect to any such Claims including, *inter alia*, to assert that such Claims are subject to subordination pursuant to Bankruptcy Code section 510(b);
- (h) any Claimant whose Claim is allowable under Bankruptcy Code sections 503(b) and 507(a)(2) as an administrative expense of the Debtors' chapter 11 cases, with the exception of a Claim allowable under Bankruptcy Code section 503(b)(9), which is subject to the General Bar Date;
- (i) any current employee of any of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided* that a current employee must submit a proof of claim by the General Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, and claims covered by the Debtors' workers' compensation insurance; and
- (j) any current officer, director or employee of any of the Debtors with a claim for indemnification, contribution, or reimbursement.

C. Requirements for Preparing and Filing Proofs of Claim

8. The Proof of Claim Form attached hereto as **Exhibit 1** is hereby approved. The Debtors are directed, with the assistance of BMC, to include the following information on every Proof of Claim Form that they supply to a Claimant: (a) the amount of such creditor's Claim against the applicable Debtor (if such information is reasonably ascertainable) as reflected in the Schedules; (b) the type of Claim held by such creditor as reflected in the Schedules (*i.e.*, non-priority unsecured, priority unsecured, or secured); and (c) whether such Claim is contingent, unliquidated, or disputed as reflected in the Schedules. Any person or entity that receives the

Proof of Claim Form is authorized to correct any incorrect information contained in the name and address portion of such form.

9. The following rules shall govern the completion and filing of each Proof of Claim:
- (a) Each Proof of Claim must: (i) be written in English; (ii) include a Claim amount denominated in U.S. dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Bankruptcy Form 10; (iv) state a Claim against only one Debtor; (v) clearly indicate the Debtor against which the creditor is asserting a Claim; and (vi) be signed by the Claimant or if the Claimant is not an individual, by an authorized agent of the Claimant;
 - (b) Each Proof of Claim must specify by name and case number the Debtor against which the Claim is filed; *provided, however*, that if the holder asserts a Claim against more than one Debtor or has Claims against different Debtors, a separate Proof of Claim Form must be filed with respect to each Debtor;
 - (c) If a creditor files a claim and indicates an inconsistent Debtor name and case number, the claim will be deemed filed against the named Debtor;
 - (d) Each Proof of Claim must include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; *provided, however*, that a Proof of Claim may be filed without supporting documentation upon the prior written consent of the Debtors and any other party in interest; *provided further* that any creditor that received such written consent shall be required to transmit such writings to the Debtors or other party in interest upon request no later than 10 days from the date of such request;
 - (e) All Proofs of Claim must be **actually received** no later than 5:00 p.m. prevailing Eastern Time on the applicable Bar Date at the following address:

**IF SENT BY FIRST-CLASS U.S. MAIL
(POSTAGE PREPAID):**

BMC Group, Inc.
Attn.: Atari Claims Processing
PO BOX 3020
Chanhassen, MN 55317-3020

**IF DELIVERED IN PERSON, BY COURIER
SERVICE OR BY OVERNIGHT DELIVERY:**

BMC Group, Inc.
Attn.: Atari Claims Processing

18675 Lake Drive East
Chanhassen, MN 55317

**OR BY DELIVERING THE ORIGINAL
PROOF OF CLAIM BY HAND TO:**

United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 610
New York, NY 10004-1408

**NEITHER THE COURT NOR BMC WILL ACCEPT A PROOF OF
CLAIM SENT BY FACSIMILE OR E-MAIL; and**

- (f) A Claimant who wishes to receive acknowledgment of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to BMC along with the original Proof of Claim.

D. Failure to File Proofs of Claim by the Applicable Bar Date

10. Pursuant to Bankruptcy Rule 3003(c)(2), any Claimant who is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution.

E. Procedures for Providing Notice of the Bar Dates

11. The Debtors, with the assistance of BMC, are hereby authorized and directed to serve the following materials by first-class U.S. mail, postage prepaid, on all known claimants holding actual or potential Claims no later than three business days after the date of entry of this Order: (a) written notice of the Bar Dates in substantially the form attached hereto as **Exhibit 2** (the “*General Bar Date Notice*”) and (b) the Proof of Claim Form (collectively, the “*Bar Date Package*”).

12. BMC is further authorized and directed to mail the Bar Date Package no later than three business days after the date of entry of this order to the following parties:

- (a) the U.S. Trustee;

- (b) counsel to the Committee;
- (c) counsel to the DIP Lender;
- (d) counsel to Atari S.A.;
- (e) all persons or entities that have requested notice of the proceedings in the chapter 11 cases;
- (f) all persons or entities that have filed Claims against the Debtors, if any;
- (g) all creditors and other known holders of Claims against the Debtors as of the date of the Bar Date Order, if any, including all persons or entities listed in the Schedules as holding Claims against one or more of the Debtors;
- (h) all parties to executory contracts and unexpired leases of the Debtors listed on the Schedules, if any;
- (i) all parties to litigation with the Debtors;
- (j) the Internal Revenue Service;
- (k) the United States Attorney for the Southern District of New York and relevant state attorneys general;
- (l) the United States Department of Justice; and
- (m) such additional persons and entities as deemed appropriate by the Debtors.

13. The Debtors are hereby authorized to provide supplemental mailings of the Bar Date Package at any time in advance of the applicable Bar Date, as may be necessary in situations, including, without limitation, (a) notices that are returned by the post office with forwarding addresses or (b) additional potential claimants that become known as the result of the Bar Date noticing process. Notwithstanding the foregoing, the Debtors shall not be required to provide any additional notice to any Claimant to whom the Debtors mailed the Bar Date Package in accordance with the terms of this Order and such notice was returned to the Debtors as undeliverable without a forwarding address.

14. Pursuant to Bankruptcy Rule 2002(f), the Debtors are directed to give notice of the Bar Dates by publishing the notice modified for publication in substantially the form annexed

hereto as Exhibit 3 (the “**Publication Notice**”) in the national edition of the *USA Today* on one occasion on or before **April 2, 2013**, subject to applicable publication deadlines. The Publication Notice shall include a URL for a website where creditors may obtain copies of the Proof of Claim Form and information concerning the procedures for filing Proofs of Claim. The Debtors are authorized to enter into such transactions to cause such publication to be made and to make reasonable payments required for publication

15. Notice of the Bar Dates as set forth in this order and in the manner set forth herein (including, without limitation, the Bar Date Package and any supplemental notices that the Debtors may send from time to time) constitute adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and General Order M-386.

16. The Debtors are authorized to extend a Bar Date by stipulation, upon three business days’ notice to the Notice Parties, where the Debtors determine that such extension is in the best interests of the Debtors and their estates.

17. Entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of Claims not subject to the Bar Dates contained herein must file such Proofs of Claim or be barred from doing so.

18. The Debtors and BMC are authorized to take all actions necessary or appropriate to effectuate the terms of this Order.

19. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any Claim reflected in the Schedules.

20. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of the Order.

21. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: March ____, 2013
New York, New York

THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Proof of Claim Form

Name of Debtor:

Case Number:

NOTE: See reverse and attached for List of Debtors/Case Numbers/Important details. Other than claims under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for Administrative Expenses arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(a).

Name of Creditor (the person or other entity to whom the debtor owes money or property) :

THIS SPACE IS FOR COURT USE ONLY

Name and address where notices should be sent:

Creditor Telephone Number () email:

Name and address where payment should be sent (if different from above):

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number (if known):

Payment Telephone Number () email:

Filed on: _____

1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ _____

If all or part of your claim is secured, complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

2. BASIS FOR CLAIM:

(See instruction #2)

3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:

3a. Debtor may have scheduled account as:

(See instruction #3a)

3b. Uniform Claim Identifier (optional):

(See instruction #3b)

4. SECURED CLAIM: (See instruction #4)

Check the appropriate box if your claim is secured by a lien on property or a right of set off, attach required redacted documents, and provide the requested information.

Nature of property or right of setoff:

Describe:

Real Estate Motor Vehicle Other _____

Value of Property: \$ _____

Annual Interest Rate: _____ % Fixed or Variable (when case was filed)

Amount of arrearage and other charges, as of time case filed, included in secured claim, if any: \$ _____

Basis for Perfection: _____

Amount of Secured Claim: \$ _____

Amount Unsecured: \$ _____

5. Amount of Claim Entitled to Administrative Expense status under 11 U.S.C. § 503(b)(9) or Priority under 11 U.S.C. § 507(a). If any part of the claim falls into one of the following categories, check the box specifying the administrative expense or priority and state the amount.

Amount entitled to priority: \$ _____

Amount entitled to administrative expense under 11 U.S.C. § 503(b)(9): \$ _____

You MUST specify the priority of the claim:

Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use -11 U.S.C. § 507(a)(7).

Wages, salaries, or commissions (up to \$11,725*), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).

Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (_____).

Value of goods received by the debtor within 20 days before the date of the bankruptcy filing - 11 U.S.C. § 503(b)(9).

* Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

6. CREDITS: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)

7. DOCUMENTS: Attached are redacted copies of documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #7, and definition of "redacted").
 DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.
 If the documents are not available, please explain:

DATE-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.
The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received on or before 5:00 pm, prevailing Eastern Time on _____, 2013 for Non-Governmental Claimants OR on or before _____, 2013 for Governmental Units.

BY MAIL TO:
 BMC Group, Inc
 Attn: Atari Claims Processing
 PO Box 3020
 Chanhassen, MN 55317-3020

BY MESSENGER OR OVERNIGHT DELIVERY TO:
 BMC Group, Inc
 Attn: Atari Claims Processing
 18675 Lake Drive East
 Chanhassen, MN 55317

OR BY DELIVERING THE ORIGINAL PROOF OF CLAIM BY HAND TO:
 United States Bankruptcy Court
 Southern District of New York
 One Bowling Green, Room 610
 New York, NY 10004-1408

8. SIGNATURE: (See instruction #8)

Check the appropriate box.

- I am the creditor. I am the creditor's authorized agent. I am the trustee, or the debtor, or their authorized agent. I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)
 (See Bankruptcy Rule 3004.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: _____
 Title: _____
 Company: _____

Address and telephone number (if different from notice address above): _____ (Signature) _____ (Date)

Telephone number: _____ email: _____

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

LIST OF DEBTORS:

Debtor	Case No.
Atari, Inc.	13-10176
Atari Interactive, Inc.	13-10177
California U.S. Holdings, Inc.	13-10178
Humongous, Inc.	13-10179

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

ITEMS TO BE COMPLETED IN PROOF OF CLAIM FORM (IF NOT ALREADY PROPERLY FILLED IN)

<p>Court, Name of Debtor, and Case Number: Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's full name, and the case number. If you received a notice of the case from the Claims Agent, BMC Group, some or all of this information may have been already completed.</p> <p>Creditor's Name and Address: Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).</p> <p>1. Amount of Claim as of Date Case Filed: State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.</p> <p>2. Basis for Claim: State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.</p> <p>3. Last Four Digits of Any Number by Which Creditor Identifies Debtor: State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.</p> <p>3a. Debtor May Have Scheduled Account As: Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.</p> <p>3b. Uniform Claim Identifier: If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.</p> <p>4. Secured Claim: Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions) If the claim is secured, check the box for the nature and value of property that secures the claim,</p>	<p>attach copies of lien documentation and state, as of the date of the bankruptcy filing the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.</p> <p>5. Amount of Claim Entitled to Administrative Expense Under 11 U.S.C. § 503 (b)(9) or Priority Under 11 U.S.C. §507(a). If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See Definitions) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.</p> <p>6. Credits: An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.</p> <p>7. Documents: Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.</p> <p>8. Date and Signature: The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.</p>
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DEFINITIONS

INFORMATION

<p>DEBTOR A debtor is the person, corporation, or other entity that has filed a bankruptcy case.</p> <p>CREDITOR A creditor is a person, corporation, or other entity to whom the debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101(10).</p> <p>CLAIM A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101(5). A claim may be secured or unsecured.</p> <p>PROOF OF CLAIM A proof of claim is a form sued by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. This form must be filed with the court-appointed Claims Agent, BMC Group, at the address listed on the reverse side of the first page.</p> <p>SECURED CLAIM Under 11 U.S.C. §506(a) A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court</p>	<p>judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).</p> <p>UNSECURED CLAIM An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.</p> <p>CLAIM ENTITLED TO PRIORITY Under 11 U.S.C. §507(a) Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.</p> <p>REDACTED A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.</p> <p>EVIDENCE OF PERFECTION Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.</p>	<p>OFFERS TO PURCHASE A CLAIM Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. §101 <i>et seq.</i>), and any applicable orders of the bankruptcy court.</p> <p>Date-Stamped Copy Return claim form and attachments, if any. If you wish to receive an acknowledgement of your claim, please enclose a self-addressed stamped envelope and a second copy of the proof of claim form with any attachments to the Claims Agent, BMC Group, at the address on the second page of this form.</p> <p><i>Please read – important information: upon completion of this claim form, you are certifying that the statements herein are true.</i></p> <p>Be sure all items are answered on the claim form. If not applicable, insert "Not Applicable."</p>
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ONCE YOUR CLAIM IS FILED YOU CAN OBTAIN OR VERIFY YOUR CLAIM NUMBER BY VISITING www.bmcgroup.com/atari

EXHIBIT 2

General Bar Date Notice¹

¹ The General Bar Date Notice differs from the form of notice approved by General Order M-386 only where necessary to accommodate the unique facts and circumstances of the Debtors' chapter 11 cases.

**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 DEADLINE FOR FILING PROOFS OF
CLAIM AGAINST THE DEBTORS ON OR BEFORE
APRIL 30, 2013 AT 5:00 PM (PREVAILING EASTERN TIME)**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST
THE DEBTORS:**

PLEASE TAKE NOTICE THAT:

- On January 21, 2013 (the "*Petition Date*"), each of the above-captioned debtors and debtors in possession (collectively, the "*Debtors*") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "*Bankruptcy Code*") in the United States Bankruptcy Court for the Southern District of New York (the "*Court*"). Set forth below is the name, address, and respective case number for each Debtor:

DEBTOR	ADDRESS	CASE NO.	PRIOR NAMES OF THE DEBTOR USED IN THE LAST 6 YEARS
Atari, Inc.	475 Park Avenue South New York, NY 10016	13-10176	Not applicable
Atari Interactive, Inc.	475 Park Avenue South New York, NY 10016	13-10177	Not applicable
Humongous, Inc.	475 Park Avenue South New York, NY 10016	13-10179	Not applicable
California U.S. Holdings, Inc.	475 Park Avenue South New York, NY 10016	13-10178	Not applicable

DEADLINES FOR FILING CLAIMS AGAINST THE DEBTORS:

- On [_____] [___], 2013, the Court entered an order (the "*Bar Date Order*") establishing (a) **April 30, 2013, at 5:00 p.m. (prevailing Eastern Time)**, as the deadline for filing proofs of claim against the Debtors (the "*General Bar Date*") and (b) **July 22, 2013, at 5:00**

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

p.m. (prevailing Eastern Time), as the deadline for governmental units to file proofs of claim against the Debtors (the “**Governmental Bar Date**” and together with the General Bar Date, the “**Bar Dates**,” and each a “**Bar Date**”).

3. The Bar Dates apply to all claims against the Debtors that arose before Petition Date, except the excluded claims listed in paragraph 6 below. The Bar Date Order also sets procedures to be used for filing proofs of claim, which are summarized in this notice for your convenience.

WHO MUST FILE A PROOF OF CLAIM:

4. You **MUST** file a proof of claim by the applicable Bar Date to vote on a chapter 11 plan filed by the Debtors or share in distributions from the Debtors’ estates if you have any claim against any of the Debtors that arose before Petition Date. The only exception to this requirement is for claims described in paragraph 6 below. Acts or omissions that occurred before Petition Date may give rise to claims subject to the Bar Dates even if the claims may not have become known or fixed or liquidated until after Petition Date. **ANY CLAIMS YOU HAVE AGAINST THE DEBTORS MUST BE TIMELY FILED AND, IF NOT, WILL BE FOREVER BARRED, EXCEPT AS OTHERWISE AUTHORIZED BY ORDER OF THE COURT.**
5. Under Bankruptcy Code section 101(5) and as used herein, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

WHO NEED NOT FILE A PROOF OF CLAIM:

6. The Bar Date Order provides that creditors do **NOT** have to file proofs of claim by the Bar Dates for the types of claims listed below in this paragraph 6 (collectively, the “**Excluded Claims**”). You should not file a proof of claim at this time for any Excluded Claim. The Court may enter one or more separate orders at a later time requiring creditors to file proofs of claim for some kinds of Excluded Claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The Bar Dates do not apply to:
 - (a) claims for which a proof of claim has already been filed against the applicable Debtor with the Clerk of the Court or BMC Group, Inc. (“**BMC**”) in a form substantially similar to Official Bankruptcy Form 10;
 - (b) claims that were listed in the Debtors’ schedules of assets and liabilities, which were filed by the Debtors on March 6, 2013 (the “**Schedules**”), but only if (i) such claims were not scheduled as “disputed”, “contingent”, or “unliquidated”; (ii) the claimant does not disagree with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) the

claimant does not dispute that the claim is an obligation of the specific Debtor(s) as set forth in the Schedules;

- (c) claims allowed by order of the Court before the applicable Bar Date;
- (d) claims against the Debtors that have been paid in full by any of the Debtors or any other party;
- (e) claims held by a Debtor against another Debtor;
- (f) claims that are subject to other specific deadlines fixed by this Court;
- (g) claims that are based on an interest in an equity security of the Debtors; *provided, however*, that any claimant who wishes to assert a claim for damages or rescission against any of the Debtors based on the purchase or sale of an equity security, must file a Proof of Claim on or before the General Bar Date. The Debtors reserve all rights with respect to any such claims including, *inter alia*, to assert that such claims are subject to subordination pursuant to Bankruptcy Code section 510(b);
- (h) claims allowable under Bankruptcy Code sections 503(b) and 507(a)(2) as administrative expenses of the Debtors' chapter 11 cases, with the exception of claims allowable under Bankruptcy Code section 503(b)(9), which are subject to the General Bar Date;
- (i) claims of any current employee of any of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided* that a current employee must submit a proof of claim by the General Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, and claims covered by the Debtors' workers' compensation insurance; and
- (j) claims of any current officer, director or employee of any of the Debtors for indemnification, contribution, or reimbursement.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS BELIEVE YOU HAVE A CLAIM.

7. If the Debtors amend their Schedules after you receive this notice, the Debtors will give notice of that amendment to the holders of the Claims that are affected by such amendment and those holders will be given an opportunity to file proofs of claim before a new deadline that will be specified in that future notice.

INSTRUCTIONS FOR FILING PROOFS OF CLAIM:

8. If you file a proof of claim, your filed proof of claim must: (a) be written in the English language; (b) include a claim amount denominated in lawful currency of the United States; (c) be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (d) include as attachments any documents on which the claim is based; (e) specifically identify the Debtor against which you assert a claim by

name and proper chapter 11 case number; (f) state a claim against only one Debtor; and (g) conform substantially with the enclosed proof of claim form or to Official Bankruptcy Form 10. If a proof of claim form is not enclosed with this notice, you may obtain a proof of claim form from any bankruptcy court clerk's office; from your lawyer; from certain business supply stores; from www.uscourts.gov/bkforms or www.bmcgroup.com/atari; by calling the Debtors' bankruptcy hotline at: (888) 909-0100; or by contacting BMC at: BMC Group, Inc., Attn.: Atari Claims Processing, PO BOX 3020, Chanhassen, MN 55317-3020.

9. **YOU MUST SPECIFICALLY IDENTIFY THE DEBTOR AGAINST WHICH YOU ASSERT A CLAIM BY NAME AND PROPER CHAPTER 11 CASE NUMBER. YOU SHOULD INCLUDE ALL CLAIMS AGAINST A PARTICULAR DEBTOR IN A SINGLE PROOF OF CLAIM FORM. IF YOU HAVE A CLAIM AGAINST MORE THAN ONE DEBTOR, YOU MUST FILE A SEPARATE PROOF OF CLAIM FORM AGAINST EACH DEBTOR. IF YOU FILE A PROOF OF CLAIM INDICATING AN INCONSISTENT DEBTOR NAME AND CASE NUMBER, THE CLAIM WILL BE DEEMED FILED AGAINST THE NAMED DEBTOR.**

WHEN AND WHERE TO FILE:

10. **Your proof of claim form must be filed so as to be received on or before 5:00 p.m. prevailing Eastern Time on April 30, 2013.** The deadline for governmental units to file proofs of claim is 5:00 p.m. prevailing Eastern Time on July 22, 2013. You can file your proof of claim by mailing it to the following address:

**IF SENT BY FIRST-CLASS U.S. MAIL
(POSTAGE PREPAID):**

BMC Group, Inc.
Attn.: Atari Claims Processing
PO BOX 3020
Chanhassen, MN 55317-3020

**IF DELIVERED IN PERSON, BY COURIER
SERVICE OR BY OVERNIGHT DELIVERY:**

BMC Group, Inc.
Attn.: Atari Claims Processing
18675 Lake Drive East
Chanhassen, MN 55317

**OR BY DELIVERING THE ORIGINAL
PROOF OF CLAIM BY HAND TO:**

United States Bankruptcy Court

Southern District of New York
One Bowling Green, Room 610
New York, NY 10004-1408

NEITHER THE COURT NOR BMC WILL ACCEPT A PROOF OF CLAIM SENT BY FACSIMILE OR E-MAIL.

11. Proofs of claim will be deemed filed only when received by the Court or BMC on or before the applicable Bar Date. If you wish to receive acknowledgment of receipt of your Proof of Claim, you may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to BMC along with the original Proof of Claim.

EXECUTORY CONTRACTS AND UNEXPIRED LEASES:

12. The Bankruptcy Code provides that a debtor may, at any time before a plan of reorganization is confirmed by the bankruptcy court, choose to reject certain executory contracts or unexpired leases. If your contract or lease is rejected, you may have a claim resulting from that rejection. The deadline to file a proof of claim for damages relating to the rejection of the contract or lease is the later of (a) the applicable Bar Date or (b) the date provided in the order authorizing the Debtor(s) to reject (or notice of rejection of) the contract or lease or, if no such date is provided, then 30 days after the date the order is entered or notice of rejection is provided.²

CONSEQUENCES OF MISSING THE DEADLINE FOR FILING CLAIMS:

EXCEPT WITH RESPECT TO EXCLUDED CLAIMS (AS DESCRIBED IN PARAGRAPH 6), IF YOU FAIL TO FILE A PROOF OF CLAIM ON OR BEFORE 5:00 P.M. PREVAILING EASTERN TIME ON THE APPLICABLE BAR DATE ON ACCOUNT OF ANY CLAIM YOU WISH TO ASSERT AGAINST ANY OF THE DEBTORS, THEN YOU WILL BE BARRED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND THEIR CHAPTER 11 ESTATES, FROM VOTING ON ANY PLAN OF REORGANIZATION OR LIQUIDATION FILED IN THESE CASES AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

EXAMINATION OF THE DEBTORS' SCHEDULES:

13. The Debtors' Schedules and the Bar Date Order may be examined and inspected by interested parties during regular business hours at: (a) the offices of Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 or (b) the Clerk of the Bankruptcy Court, United States Bankruptcy Court, Southern District of New York, One Bowling Green, New York, New York 10004 during posted hours. The Debtors'

² For the avoidance of doubt, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a proof of claim for such amounts on or before the General Bar Date unless another exception identified herein applies.

Schedules and the Bar Date Order are also available online at: <http://www.bmcgroup.com/atari>. The Court's docket sheet and documents are also accessible at the Court's internet site: ecf.nysb.uscourts.gov through an account obtained from the PACER website at: www.pacer.gov. Creditors that wish to rely on the Schedules will have the responsibility for determining that their claims are listed accurately on the Schedules.

QUESTIONS:

14. Proof of Claim Forms and a copy of the Bar Date Order may be obtained by contacting BMC at: BMC Group, Inc., Attn.: Atari Claims Processing, PO BOX 3020, Chanhassen, MN 55317-3020, Phone: (888) 909-0100, or at the website established for these cases by BMC at: <http://www.bmcgroup.com/atari>. BMC cannot advise you how to, or whether you should, file a proof of claim.
15. **A holder of a possible claim against the Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.**

BY ORDER OF THE COURT

New York, New York
Dated: [_____], 2013

/s/ DRAFT

AKIN GUMP STRAUSS HAUER & FELD LLP

One Bryant Park
New York, New York 10036
(212) 872-1000 (Telephone)
(212) 872-1002 (Facsimile)
Ira S. Dizengoff
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Telephone: (202) 887-4000
Facsimile: (202) 887-4288
Scott L. Alberino

Counsel to the Debtors and Debtors in Possession

EXHIBIT 3

Publication Notice

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

In re:

ATARI, INC., *et al.*,

Debtors.

)
) Chapter 11
)

) Case No. 13-10176 (JMP)

)
) (Jointly Administered)
)

**NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM
ON OR BEFORE April 30, 2013 AT 5:00 PM (EASTERN TIME)**

On January 21, 2013 (the "*Petition Date*"), Atari, Inc., Atari Interactive, Inc., Humongous, Inc., and California U.S. Holdings, Inc. (the "*Debtors*") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York.

On [____] [__], 2013, the Court entered an order establishing the following deadlines for filing proofs of claim against the Debtors:

General Bar Date: April 30, 2013, at 5:00 p.m. Eastern Time

Governmental Bar Date: July 22, 2013, at 5:00 p.m. Eastern Time

Rejection Damage Bar Date: for damages relating to the rejection of a contract or lease, the later of (a) the applicable Bar Date or (b) the date provided in the order authorizing the Debtor(s) to reject (or notice of rejection of) the contract or lease.

ANY ENTITY THAT HAS A CLAIM AGAINST ANY OF THE DEBTORS THAT AROSE BEFORE THE PETITION DATE MUST FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE AND IF NOT, WILL BE FOREVER BARRED, EXCEPT AS OTHERWISE AUTHORIZED BY ORDER OF THE COURT.

Proof of Claim Forms and information concerning the procedures for filing Proofs of Claim may be obtained by visiting the website established for these cases at <http://www.bmcgroup.com/atari> or by calling BMC Group, Inc. at (888) 909-0100.