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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	Chapter 11
ATARI, INC.,)	Case No. 13-10176 (___)
Debtor.)	
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In re:)	Chapter 11
ATARI INTERACTIVE, INC.,)	Case No. 13-10177 (___)
Debtor.)	
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In re:)	Chapter 11
HUMONGOUS, INC.,)	Case No. 13-10179 (___)
Debtor.)	
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In re:)	Chapter 11
CALIFORNIA U.S. HOLDINGS, INC.,)	Case No. 13-10178 (___)
Debtor.)	

MOTION OF THE DEBTORS AND DEBTORS-IN-POSSESSION FOR ENTRY OF AN ORDER (I) DIRECTING JOINT ADMINISTRATION OF THE CHAPTER 11 CASES UNDER FED. R. BANKR. P. 1015(b), (II) WAIVING REQUIREMENTS OF 11 U.S.C. § 342(c)(1), FED. R. BANKR. P. 1005 AND FED. R. BANKR. P. 2002(n), AND (III) AUTHORIZING THE DEBTORS TO FILE MONTHLY OPERATING REPORTS ON A CONSOLIDATED BASIS

The debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), by and through their proposed undersigned counsel, hereby move (the “Motion”) for entry of an order, the proposed form of which is attached hereto as **Exhibit A** (the “Proposed Order”), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (i) directing the joint administration of the Debtors’ separate chapter 11 cases for procedural purposes only, (ii) waiving the requirements that the captions in these chapter 11 cases contain certain identifying information with respect to each Debtor, and (iii) authorizing the filing of monthly operating reports on a consolidated basis, subject to certain conditions, including consultation with the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”). In support of this Motion, the Debtors submit the *Declaration of Robert A. Mattes in Support of Chapter 11 Petitions and First Day Motions and (II) Pursuant to Local Bankruptcy Rule 1007-2* (the “First Day Declaration”). In further support of the Motion, the Debtors respectfully represent as follows:

I. Background

1. On January 21, 2013 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Court”). The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or an examiner has been made in these chapter 11 cases and no statutory committees have been appointed or designated.

2. A description of the Debtors’ businesses, the reasons for filing these chapter 11 cases and the relief sought from this Court to allow for a smooth transition into operations under

chapter 11 is set forth in the First Day Declaration, which is being filed contemporaneously with this Motion.

II. Jurisdiction, Venue and Predicate for Relief Requested

3. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.). Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). The predicate for the relief requested herein is Bankruptcy Rule 1015(b).

III. Summary of Relief Requested

4. By this Motion, the Debtors seek entry of an order, under Bankruptcy Rule 1015(b), consolidating the Debtors' chapter 11 cases for procedural purposes only and waiving the requirements of section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rules 1005 and 2002(n) that the case caption and other notices mailed in these chapter 11 cases contain the Debtors' tax identification numbers, all other names used by the Debtors within eight years of the filing of the bankruptcy petitions, and address for each Debtor. As an alternative to including each Debtor's address and tax identification number in the caption, the Debtors propose to use a consolidated caption to indicate that any filed pleading relates to the jointly administered bankruptcy cases of the Debtors, and to list the names of all of the Debtors in a footnote to each pleading filed and each notice mailed by the Debtors in these cases. Finally, the Debtors seek authority to file monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors-in-Possession and Trustees* (the "Operating Guidelines") promulgated by the U.S. Trustee on a consolidated basis if the Debtors determine, after consultation with the U.S. Trustee, that consolidated reports would further administrative economy and efficiency

without prejudice to any party in interest and that the reports would accurately reflect the Debtors' consolidated business operations and financial affairs.

IV. Basis for Relief Requested

5. Bankruptcy Rule 1015(b) provides that: “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates” of such debtor and its affiliates. Debtors Atari, Inc. (“Atari”) and Humongous, Inc. (“Humongous”) are direct, wholly-owned subsidiaries of Debtor California U.S. Holdings, Inc. (“CUSH”). CUSH and Debtor Atari Interactive, Inc. are direct, wholly-owned subsidiaries of non-debtor Atari, SA. Accordingly, the Debtors are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code¹ and used in Bankruptcy Rule 1015(b). Thus, joint administration of the Debtors' chapter 11 cases is appropriate under Bankruptcy Rule 1015(b).

6. Moreover, joint administration of the Debtors' chapter 11 cases will permit the Clerk of the Court to use a single general docket for each of the Debtors' cases and to combine notices to creditors and other parties in interest of the Debtors' respective estates. Indeed, the Debtors anticipate that numerous notices, applications, motions, other pleadings, hearings and orders in these cases will affect all of the Debtors.

7. Joint administration will also save time and money and avoid duplicative and potentially confusing filings by permitting counsel for all parties in interest to use a single

¹ Section 101(2) of the Bankruptcy Code defines an “affiliate” as including:

[A] corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor, other than an entity that holds such securities—

- (i) in a fiduciary or agency capacity without sole discretionary power to vote such securities; or
- (ii) solely to secure a debt, if such entity has not in fact exercised such power to vote.

11 U.S.C. § 101(2)(B).

caption on numerous documents that will be served and filed herein and file the papers in one case rather than in multiple cases; provided, however, that all schedules of assets and liabilities, statements of financial affairs, and proofs of claims will be captioned and filed in each of the Debtors' respective separate cases as appropriate. Finally, joint administration will protect parties in interest by ensuring that parties in each of the Debtors' respective chapter 11 cases will be apprised of the various matters before the Court in these cases.

8. The rights of the respective creditors of each of the Debtors will not be adversely affected by joint administration of these cases as the relief sought is purely procedural and is in no way intended to affect substantive rights. Each creditor or other party in interest will maintain whatever rights it has against the particular estate in which it allegedly has a claim or right.

9. In furtherance of the foregoing, the Debtors request that the official caption of the chapter 11 cases be used by all parties in all pleadings in the jointly administered cases as follows:

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

10. The Debtors submit that the use of this simplified caption, without reference to any other names used during the past eight years and tax identification numbers for each individual debtor, will eliminate cumbersome and confusing procedures and ensure a uniformity of pleading identification. The Debtors, moreover, propose to consolidate procedurally these

chapter 11 cases under the chapter 11 case of “Atari, Inc.” because of its recognizable name to the Debtors’ creditor body at large and other parties in interest.

11. In addition, the Debtors request that the Court make separate docket entries in each of the Debtors’ chapter 11 cases (except that of Atari) substantially similar to the following:

“An order has been entered in this case consolidating this case with the case of Atari, Inc. (Case No. 13-10176 (___)) for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 13-10176 (___) should be consulted for all matters affecting the above listed case.”

12. It would be far more practical and expedient for the administration of these chapter 11 cases if the Court were to authorize joint administration. The Debtors envision that many of the motions, hearings and other matters involved in these chapter 11 cases will affect all of the Debtors. Consequently, joint administration will reduce costs and facilitate a more efficient administrative process, unencumbered by the procedural problems otherwise attendant to the administration of separate, albeit related, chapter 11 cases.

13. Joint administration will also allow the Court and the Debtors to employ a single docket for all of the cases and to confine, and thereby simplify, notice to creditors and other parties in interest in these bankruptcy cases. Joint administration will also enable parties in interest in each of the chapter 11 cases to stay apprised of all matters before the Court. Finally, joint administration will ease the burden on the U.S. Trustee in supervising these bankruptcy cases.

14. Moreover, waiver of the requirements imposed by section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rules 1005 and 2002(n) that the Debtors’ caption and other notices mailed in these cases include the Debtors’ tax identification numbers and other information relating to the Debtors is appropriate in these cases. Inclusion of the Debtors’ tax identification numbers, other names used by the Debtors during the eight years prior to filing the

bankruptcy petitions, and addresses on each caption is cumbersome, and may be confusing to parties in interest. More importantly, a waiver of these information requirements is purely procedural in nature and will not affect the substantive rights of parties in interest.

15. Finally, the Debtors seek authority to file the monthly operating reports required by the Operating Guidelines promulgated by the U.S. Trustee on a consolidated basis if the Debtors determine, after consultation with the U.S. Trustee, that consolidated reports would further administrative economy and efficiency in these chapter 11 cases without prejudice to any party in interest and that the reports would accurately reflect the Debtors' consolidated business operations and financial affairs. Notwithstanding the foregoing, each of the Debtors will file separate monthly reports of disbursements on an individual basis.

16. No party will be prejudiced by virtue of the relief requested in this Motion. Specifically, the relief sought herein is solely procedural and is not intended to affect substantive rights.

17. For these reasons, the Debtors submit that the relief requested herein is in the best interests of the Debtors, their estates, creditors and other parties in interest and, therefore, should be granted.

V. Notice

18. Notice of this Motion has been provided to: (a) the U.S. Trustee; (b) counsel to the proposed DIP lender (c) the creditors holding the thirty (30) largest unsecured claims against the Debtors' estates on a consolidated basis, as identified in the Debtors' chapter 11 petitions; and (d) 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 herein and the potential harm to the Debtors' estates if the relief requested herein is not granted, the Debtors respectfully submit that no other or further notice need be provided.

VI. No Prior Request

19. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court (a) enter an order, substantially in the form of the Proposed Order, granting the relief requested herein, and (b) grant to the Debtors such other and further relief as the Court may deem just and proper.

Dated: New York, New York
January 21, 2013

Respectfully submitted,

/s/ Peter S. Partee, Sr. _____

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EXHIBIT A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: ATARI, INC., Debtor.	}	Chapter 11 Case No. 13-10176 (___)
In re: ATARI INTERACTIVE, INC., Debtor.	}	Chapter 11 Case No. 13-10177 (___)
In re: HUMONGOUS, INC., Debtor.	}	Chapter 11 Case No. 13-10179 (___)
In re: CALIFORNIA U.S. HOLDINGS, INC., Debtor.	}	Chapter 11 Case No. 13-10178 (___)

ORDER (I) DIRECTING JOINT ADMINISTRATION OF THE CHAPTER 11 CASES UNDER FED. R. BANKR. P. 1015(b), (II) WAIVING REQUIREMENTS OF 11 U.S.C. § 342(c)(1), FED. R. BANKR. P. 1005 AND FED. R. BANKR. P. 2002(n), AND (III) AUTHORIZING THE DEBTORS TO FILE MONTHLY OPERATING REPORTS ON A CONSOLIDATED BASIS

Upon consideration of the motion (the “Motion”)¹ of the debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”) for entry of an order (this “Order”) under Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (i) directing joint administration of the Debtors’ separate chapter 11 cases for procedural purposes only, (ii) waiving the requirement that the captions in these chapter 11

¹ Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Motion.

cases contain certain identifying information with respect to each Debtor, and (iii) authorizing the filing of monthly operating reports on a consolidated basis, subject to certain conditions, including consultation with the office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”); and upon consideration of the *Declaration of Robert A. Mattes in Support of Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”); and the Court having held a hearing on _____, 2013 (the “Hearing”) on approval of the relief requested in the Motion and having considered the arguments of counsel made, and the evidence submitted, proffered or adduced at the Hearing; and the Court finding that: (a) it has jurisdiction to consider the Motion pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); (b) venue of these cases and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; (c) this is core proceeding pursuant to 28 U.S.C. § 157(b); (d) proper and adequate notice of the Motion and the Hearing has been given and that no other or further notice is necessary; and (e) the relief requested in the Motion is the best interests of the Debtors, their estates, their creditors and other parties in interest; and the Court having determined that the factual and legal bases set forth in the Motion and the First Day Declaration and at the Hearing establish just cause for the relief granted herein,

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED**.
2. Each of the above-captioned chapter 11 cases of the Debtors shall be, and hereby are, consolidated for procedural purposes only and shall be jointly administered by the Court.

3. Nothing contained in this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of any of the above-captioned chapter 11 cases.

4. All original pleadings shall be captioned as indicated in paragraph 5 of this Order, and all original docket entries shall be made in the case of Atari, Inc., Case No. 13-10176 (___) (the "Lead Case"); provided, however, that all schedules of assets and liabilities, statements of financial affairs, and proofs of claims shall be captioned and filed in each of the Debtors' respective, separate cases, as appropriate. All other documents shall be captioned and filed solely in the Lead Case unless otherwise ordered by the Court.

5. The caption of the jointly administered cases shall read as follows:

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

6. The Debtors shall list the names of all of the Debtors (without respective tax identification numbers, other names used during the past eight years and addresses) in a footnote to each pleading that is filed with the Court.

7. A docket entry shall be made in each of the Debtors' cases (except that of Atari) substantially similar to the following:

An order has been entered in this case consolidating this case with the case of Atari, Inc. (Case No. 13-10176 (___)) for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 13-10176 (___) should be consulted for all matters affecting the above listed case.

8. The requirements under section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rules 1005 and 2002(n) that the case caption and other notices mailed in these cases include the Debtors' tax identification numbers and other identifying information about the Debtors are waived.

9. The Debtors are authorized to file monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors-in-Possession and Trustees* on a consolidated basis if the Debtors determine, after consultation with the U.S. Trustee, that consolidated reports would further administrative economy and efficiency without prejudice to any party in interest and that the reports would accurately reflect the Debtors' consolidated business operations and financial affairs; provided, however, that the Debtors shall each separately file a monthly report of disbursements on an individual basis.

10. The Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: New York, New York
January __, 2013

THE HONORABLE _____
UNITED STATES BANKRUPTCY JUDGE