

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

**ORDER (I) APPROVING THE FORM AND MANNER OF NOTICE OF THE  
COMMENCEMENT OF THE DEBTORS' CHAPTER 11 CASES, (II) AUTHORIZING  
THE DEBTORS TO PREPARE A CONSOLIDATED LIST OF CREDITORS IN LIEU  
OF A MAILING MATRIX, AND (III) AUTHORIZING THE DEBTORS TO FILE  
A CONSOLIDATED LIST OF TOP 30 UNSECURED CREDITORS**

Upon consideration of the motion (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") for entry of an order (i) approving the form and manner of notice of the commencement of the Debtors' chapter 11 cases, (ii) authorizing the Debtors to prepare a consolidated list of creditors in lieu of submitting any required mailing matrix, and (iii) authorizing the filing of a consolidated list of top thirty (30) unsecured creditors; and upon consideration of the *Declaration of Robert A. Mattes (I) In Support of Chapter 11 Petitions and First Day Motions and (II) Pursuant to Local Bankruptcy Rule 1007-2* (the "First Day Declaration"); and the Court finding that (i) it has jurisdiction over the matters raised in 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.), (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (iii) venue of these chapter 11 cases and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409, (iv) the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties in interest, (v) notice of the Motion and

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

<sup>2</sup> Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Motion.

the hearing thereon was adequate and appropriate under the particular circumstances, and (vi) good and sufficient cause exists for the granting of the relief requested in the Motion after having given due deliberation upon the Motion, the First Day Declaration, and all of the proceedings had before the Court in connection with the Motion. Therefore,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED**.
2. The Commencement Notice substantially in the form attached to the Motion as **Exhibit B** is approved. No later than five (5) business days after the Debtors receive written notice from the U.S. Trustee of the time and place of the Section 341 Meeting, the Debtors (or their agents) shall serve the Commencement Notice by U.S. mail, postage prepaid, on those persons and entities entitled to receive the Commencement Notice pursuant to Bankruptcy Rule 2002. Service of the Commencement Notice in accordance with this paragraph is approved in all respects and is deemed sufficient notice of the commencement of these chapter 11 cases and the Section 341 Meeting under the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.
3. As soon as reasonably practicable after the Debtors receive written notice from the U.S. Trustee of the time and place of the Section 341 Meeting, the Debtors shall cause the Commencement Notice (with any changes as may be required for publication) to be published once in the national edition of *The Wall Street Journal*.
4. The Debtors are authorized to file a consolidated list of the top thirty (30) unsecured creditors in their chapter 11 cases in lieu of each Debtor filing a separate Top 20 List.
5. In lieu of submitting any required mailing matrix, the Debtors shall make available a single, consolidated list of all the Debtors' creditors in electronic form to any party who so requests and in non-electronic form at such requesting party's sole cost and expense.

6. The Debtors are authorized to take all necessary actions to effectuate the relief granted pursuant to this Order.

7. 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 24, 2013

s/ James M. Peck  
HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE