

Hearing Date: September 25, 2013 at 10:00 a.m. (prevailing Eastern Time)
Response Deadline: September 18, 2013 at 4:00 p.m. (prevailing Eastern Time)

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

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

Counsel to the Debtors and Debtors in Possession

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

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

**NOTICE OF HEARING ON THE
DEBTORS' FIRST OMNIBUS OBJECTION TO CERTAIN
CLAIMS (ALREADY COMPLETELY OR PARTIALLY SATISFIED,
NOT IN COMPLIANCE WITH APPLICABLE RULES, DUPLICATE,
FILED IN THE WRONG CASE, LATE FILED AND AMENDED AND SUPERSEDED)**

**TO THE CLAIMANTS IDENTIFIED ON SCHEDULES 1 THROUGH 7 TO
EXHIBIT A TO THE OBJECTION:**

Atari, Inc. and its affiliated debtors and debtors in possession (collectively, the “*Debtors*”) provide you with this notice (the “*Notice*”) of objection to claim(s) pursuant to Federal Rule of Bankruptcy Procedure 3007.

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

You have filed one or more proofs of claim (each, a “*Claim*”) in the Debtors’ chapter 11 cases to which the Debtors have filed an objection (the “*Objection*”). **Your Claim (a “*Disputed Claim*”) will be affected as a result of the Objection. Therefore, you should read this Notice and the enclosed Objection carefully.**

The Debtors’ personnel and representatives will be available to discuss and potentially resolve the Objection to your Disputed Claim without the need for you to file a response or attend a hearing. Factual inquiries regarding the Objection and your Disputed Claim may be directed to the BMC Group, Inc., the Debtors’ claims and noticing agent (the “*Claims Agent*”) by calling the Debtors’ bankruptcy hotline (the “*Hotline*”) at (888) 909-0100. Legal matters, however, will be referred to the Debtors’ undersigned attorneys. When you contact the Hotline, please have your proof(s) of claim available. Your discussions with the Debtors’ personnel or the Debtors’ attorneys may result in an agreement to settle the Objection. If you do not reach an agreement with the Debtors before **September 18, 2013 at 4:00 p.m.** (prevailing Eastern Time) (the “*Response Deadline*”), you must file a response in compliance with the procedures set forth below. **Speaking with the Debtors’ personnel or the Debtors’ attorneys will not satisfy the requirement that you must reach an agreement before the Response Deadline or file a Response (as defined below) and attend the Hearing (as defined below), as discussed below.**

If you disagree with the Objection and are unable to or unwilling to consensually resolve the Objection with the Debtors, you or your attorney must (i) file a response (the “*Response*”) to the Objection with the Clerk of the United States Bankruptcy Court for the Southern District of New York (the “*Bankruptcy Court*”), Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408 **no later than the Response Deadline**, (ii) serve the Response on (a) counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New

York, New York 10036 (Attn.: Ira S. Dizengoff, Esq. and Kristine G. Manoukian, Esq.), 1333 New Hampshire Avenue, N.W., Washington, D.C. 20036 (Attn.: Scott L. Alberino, Esq.); (b) the Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Room 1006, New York, New York 10014 (Attn.: Richard C. Morrissey, Esq.); (c) counsel to the Official Committee of Unsecured Creditors, Cooley LLP, 1114 Avenue of the Americas, New York, New York 10036 (Attn.: Cathy Hershcopf, Esq. and Jeffrey Cohen, Esq.); (d) counsel to Alden Global Value Recovery Master Fund, L.P., Bracewell & Giuliani, 1251 Avenue of the Americas, 49th Floor, New York, New York 10020 (Attn.: Robert G. Burns, Esq. and Andrew J. Schouler, Esq.); and (e) counsel to Atari, S.A., Allen & Overy LLP, 1221 Avenue of the Americas, New York, New York 10020 (Attn.: Ken Coleman, Esq.).

Your Response, if any, to the Objection must: (i) must be in writing; (ii) shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York; (iii) be filed in accordance with General Order M-399 of the Bankruptcy Court, which can be found at www.nysb.uscourts.gov; (iv) shall set forth the name of the objecting party and the basis for the objection and the specific grounds therefore; and (v) shall be filed with the Clerk of the Bankruptcy Court (with a courtesy copy delivered directly to the chambers of the Honorable James M. Peck), together with the proof of service thereof.

A hearing (the “*Hearing*”) to consider the Objection shall be held before the Honorable James M. Peck, United States Bankruptcy Judge, at the Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, on September 25, 2013 at 10:00 a.m. (prevailing Eastern time).

If you or your designated attorney or representative do not timely file and serve a Response in accordance with the above-referenced procedures and attend the Hearing (in the

absence of an agreement between you and the Debtors providing otherwise), the Bankruptcy Court may enter an order granting the relief requested in the Objection. If you or your designated representative or attorney do file a Response and attend the Hearing, the matter will be resolved during the Hearing. Only those Responses made in accordance with the above-referenced requirements and timely filed and received by the Bankruptcy Court and the Debtors' and each Committee's attorneys will be considered by the Bankruptcy Court at the Hearing. **If you fail to respond in accordance with this Notice, the Bankruptcy Court may grant the relief requested in the Objection without further notice or hearing.**

Nothing in this Notice or the accompanying Objection constitutes a waiver of any claims, counterclaims, rights of offset or recoupment, preference actions, fraudulent-transfer actions, or any other bankruptcy claims against you. All parties reserve the right to assert additional objections to your proof(s) of claim.

If you would like to obtain a copy of the Objection or any other pleadings filed in these chapter 11 cases, you should contact the Claims Agent by visiting the Debtors' restructuring website, <http://www.bmcgroup.com/atari>. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee at the Bankruptcy Court's website at <http://www.nysb.uscourts.gov> through an account obtained from the Pacer Service Center at 1-800-676-6856.

[Remainder of this page intentionally left blank.]

New York, New York
Dated: August 26, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff

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

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

Counsel to the Debtors and Debtors in Possession

Hearing Date: September 25, 2013 at 10:00 a.m. (prevailing Eastern Time)
Objection Deadline: September 18, 2013 at 4:00 p.m. (prevailing Eastern Time)

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One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
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Counsel to the Debtors and Debtors in Possession

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

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

**DEBTORS' FIRST OMNIBUS OBJECTION TO CERTAIN
CLAIMS (ALREADY COMPLETELY OR PARTIALLY SATISFIED,
NOT IN COMPLIANCE WITH APPLICABLE RULES, DUPLICATE,
FILED IN THE WRONG CASE, LATE FILED AND AMENDED AND SUPERSEDED)**

**PLEASE CAREFULLY REVIEW THIS OBJECTION AND THE ATTACHMENTS
HERETO TO DETERMINE WHETHER THIS OBJECTION AFFECTS YOUR CLAIM
ASSERTED IN THESE BANKRUPTCY PROCEEDINGS. EXHIBIT B ATTACHED
HERETO CONTAINS AN ALPHABETICAL LISTING BY CLAIMANT OF ALL CLAIMS
AFFECTED BY THIS OBJECTION.**

The above-captioned debtors and debtors in possession (collectively, the “*Debtors*”) hereby object (the “*Objection*”) to:

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

- (a) certain proofs of claim that have already been partially satisfied, as listed on **Schedule 1** to **Exhibit A** annexed hereto (the “*Partially Satisfied Claims*”);
- (b) certain proofs of claim that are not in compliance with the Bankruptcy Code, Bankruptcy Rules and/or the Bar Date Order (each as defined below), as listed on **Schedule 2** to **Exhibit A** annexed hereto (the “*Noncompliant Claims*”);
- (c) certain proofs of claim that are duplicative of previously filed claims against the same debtor, as listed on **Schedule 3** to **Exhibit A** annexed hereto, (the “*Duplicate Claims*”);
- (d) certain proofs of claim that were filed after the Bar Date (as defined below), as listed on **Schedule 4** to **Exhibit A** annexed hereto, (the “*Late Filed Claims*”);
- (e) a proof of claim that was previously satisfied and released, as listed on **Schedule 5** to **Exhibit A** annexed hereto (the “*Satisfied Claim*”);
- (f) a proof of claim that was filed against the wrong Debtor, as listed on **Schedule 6** to **Exhibit A** (the “*Wrong Debtor Claim*”); and
- (g) a proof of claim that has been amended and superseded, as listed on **Schedule 7** to **Exhibit A** (the “*Amended and Superseded Claim*” and together with (a)–(g) above, the “*Disputed Claims*”).

In support of the Objection, the Debtors respectfully represent as follows:

Jurisdiction and Venue

1. This Court has jurisdiction to consider the Objection pursuant to 28 U.S.C. § 1334.
2. Consideration of this Objection is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (B).
3. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409(a).
4. The statutory predicates for the relief requested herein are section 502(b) of title 11 of the United States Code (the “*Bankruptcy Code*”) and Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”).

Background

5. 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 businesses 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.

6. 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].

7. On March 21, 2013, the Court entered an order (the “*Bar Date Order*”) [Docket No. 157] establishing, among other things, April 30, 2013 (the “*Bar Date*”) as the last date for all non-governmental creditors wishing to assert pre-petition and certain other “*Claims*” (as that term is defined in Bankruptcy Code section 101(5)) against any of the Debtors to file a written proof of claim with respect to each such Claim. In addition, the Bar Date Order established July 22, 2013 as the deadline for all “*Governmental Units*” (as that term is defined in Bankruptcy Code section 101(27)) to file proofs of claim against the Debtors.

8. As of the date hereof, approximately 181 proofs of claim have been filed against the Debtors’ in these chapter 11 cases.

Objection

A. Partially Satisfied Claims

9. The Debtors hereby object to the Disputed Claims identified as “Partially Satisfied Claims” on **Schedule 1** to **Exhibit A** attached hereto. The Debtors have reviewed the Partially

Satisfied Claims and have determined that each Partially Satisfied Claim has been paid in part post-petition in the ordinary course of the Debtors' business. Accordingly, the Debtors request that the Court reduce each Partially Satisfied Claim by the amount already paid by the Debtors as reflected on **Schedule 1** to **Exhibit A** attached hereto.

B. Noncompliant Claims

10. The Debtors hereby object to the Disputed Claims identified as "Noncompliant Claims" on **Schedule 2** to **Exhibit A** attached hereto. The Debtors have reviewed the Noncompliant Claims and have determined that each such claim is defective on its face because it (a) lacks sufficient supporting documentation, (b) fails to comply with the requirements set forth in Bankruptcy Rule 3001(a) and (c) and/or the Bar Date Order or (c) fails to conform substantially to the proof of claim form provided with the Bar Date Order or the Official Form Number 10. Accordingly, the Debtors request that the Noncompliant Claims listed in **Schedule 2** to **Exhibit A** be disallowed and expunged from the Debtors' claims register.

C. Duplicate Claims

11. The Debtors hereby object to the Disputed Claims identified as "Duplicate Claims" on **Schedule 3** to **Exhibit A** attached hereto. The Debtors have reviewed the Duplicate Claims and have determined that each such claim duplicates another claim filed by the claimant in that it asserts a claim in the same amount, against the same debtor and for the same type of liability asserted in another claim filed by such claimant. If such Duplicate Claims are not expunged or disallowed, the potential exists for multiple recoveries by a claimant on a single claim. Moreover, elimination of such redundant claims will streamline the claims process and enable the Debtors to maintain a more accurate claims register. Accordingly, the Debtors request that the Duplicate Claims listed under the "Claims to be Expunged" heading in **Schedule 3** to **Exhibit A** be

disallowed and expunged from the Debtors' claims register such that only one proof of claim per claimant reflecting the amounts claimed, the "Surviving Claim", remains.

D. Late Filed Claims

12. The Debtors hereby object to the Disputed Claims identified as "Late Filed Claims" on **Schedule 4** to **Exhibit A** attached hereto. The Debtors have reviewed the Late-Filed Claims and have determined that such claims were filed after the applicable Bar Date set forth in the Bar Date Order. Accordingly, the Debtors request that the Late Filed Claims listed in **Schedule 4** to **Exhibit A** be disallowed and expunged from the Debtors' claims register.

E. Satisfied Claim

13. The Debtors hereby object to the Disputed Claim identified as a "Satisfied Claim" on **Schedule 5** to **Exhibit A** attached hereto. The Debtors have reviewed the Satisfied Claim and have determined that it has been satisfied by the Debtors and released by the claimant pursuant to an agreement entered into between the Debtors and the claimant. Accordingly, the Debtors request that the Satisfied Claim listed on **Schedule 5** to **Exhibit A** be disallowed and expunged from the Debtors' claims register.

F. Wrong Debtor Claim

14. The Debtors hereby object to the Disputed Claim identified as the "Wrong Debtor Claim" on **Schedule 6** to **Exhibit A** attached hereto. The Debtors have reviewed the Wrong Debtor Claim and have determined that the claim was filed in the wrong chapter 11 case and, therefore, is unenforceable against the Debtor identified on the proof of claim. Specifically, the supporting documentation attached to such Disputed Claim includes a contract by and between the claimant and Atari, Inc., whereas the claim is asserted against Atari Interactive, Inc. Accordingly, the Disputed Claim should have been asserted against Atari, Inc. The Debtors, therefore, request that the Disputed Claim be expunged from Atari Interactive, Inc.'s claims register and transferred

(the “*Transferred Claim*”) to Atari, Inc.’s claims register. By requesting such a transfer, however, the Debtors do not consent to the validity of the Transferred Claim, which remains subject to all rights, defenses, counterclaims and objections of the Debtors, including the right to object to the Transferred Claim on any other procedural and/or substantive grounds.²

G. Amended and Superseded Claim

15. The Debtors hereby object to the Disputed Claim identified as the “Amended and Superseded Claim” on Schedule 7 to Exhibit A attached hereto. The Debtors have reviewed the claim listed under the “Amended Claim” heading on Schedule 7 to Exhibit A hereto and have determined that such claim has been amended and superseded by another proof of claim (the “*Surviving Claim*”) filed by the same claimant as identified under the “Surviving Claim” heading on Schedule 7 to Exhibit A. The Debtors object to the allowance of the Amended Claim because it would provide double recovery from the Debtors on account of the same claim and, thus, should be unenforceable against the Debtors. Accordingly, the Debtors request that the Amended Claim be disallowed and expunged from the Debtors’ claims register.

Relief Requested

16. By this Objection and pursuant to Bankruptcy Code section 502 and Bankruptcy Rule 3007, the Debtors request that the Court enter an order, substantially in the form attached hereto as Exhibit A, (a) reducing the Partially Satisfied Claims by the amounts already paid as indicated on Schedule 1 to Exhibit A, (b) disallowing and expunging the Disputed Claims found on Schedules 2, 3, 4, 5 and 7 to Exhibit A and (c) transferring the Wrong Debtor Claim to the claims register of the proper Debtor as indicated on Schedule 6 to Exhibit A.

² The Debtors have also objected to the Transferred Claim on the basis that the documentation attached thereto does not provide a sufficient basis to support a claim against Atari, Inc. Accordingly, the Debtors have included the Transferred Claim as a Noncompliant Claim on Schedule 2 to Exhibit A hereto.

Basis for Relief

17. A filed proof of claim is deemed allowed unless a party in interest objects thereto. *See* 11 U.S.C. § 502(a); *see also id.* § 1111(a) (“A proof of claim . . . is deemed filed under section 501 of this title for any claim . . . that appears in the schedules . . . except a claim . . . that is scheduled as disputed, contingent, or unliquidated.”). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to establish the validity of the claim. *See, e.g., Sherman v. Novak (In re Reilly)*, 245 B.R. 768, 773 (2d Cir. BAP 2000); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000); *In re St. Johnsbury Trucking Co.*, 206 B.R. 318, 323 (Bankr. S.D.N.Y. 1997).

18. Bankruptcy Rule 3007 governs claims objections. *In re Best Payphones, Inc.*, No. 01-15472 (SMB), 2007 WL 203980, at *6 (Bankr. S.D.N.Y. Jan. 24, 2007). Bankruptcy Rule 3007(d) provides that “objections to more than one claim may be joined in an omnibus objection if . . . the objections are based solely on the grounds that the claims should be disallowed, in whole or in part, because:

- (1) they duplicate other claims;
- (2) they have been filed in the wrong case;
- (3) they have been amended by subsequently filed proofs of claim;
- (4) they were not timely filed;
- (5) they have been satisfied or released during the case in accordance with the Code, applicable rules, or a court order;
- (6) they were presented in a form that does not comply with applicable rules, and the objection states that the objector is unable to determine the validity of the claim because of the noncompliance;
- (7) they are interests, rather than claims; or
- (8) they assert priority in an amount that exceeds the maximum amount under § 507 of the Code.

Fed. R. Bankr. P. 3007(d).

19. To provide claimants affected by omnibus objections with adequate notice thereof, Bankruptcy Rule 3007 requires that omnibus objections:

- (1) state in a conspicuous place that claimants receiving the objection should locate their names and claims in the objection;
- (2) list claimants alphabetically, provide a cross-reference to claim numbers, and, if appropriate, list claimants by category of claims;
- (3) state the grounds of the objection to each claim and provide a cross-reference to the pages in the omnibus objection pertinent to the stated grounds;
- (4) state in the title the identity of the objector and the grounds for the objections;
- (5) be numbered consecutively with other omnibus objections filed by the same objector; and
- (6) contain objections to no more than 100 claims.

Fed. R. Bankr. P. 3007(e).

20. Following a thorough review of the claims filed in these chapter 11 cases, the Debtors have determined that the Partially Satisfied Claims identified on **Schedule 1** to **Exhibit A** hereto have been paid in part and thus should be reduced by the amounts already paid by the Debtors as indicated thereon. Additionally, the Debtors have determined that the Disputed Claims identified on **Schedules 2, 3, 4, 5 and 7** to **Exhibit A** hereto should not be enforced against the Debtors and, thus, such Disputed Claims should be disallowed and expunged from the Debtors' claims registers.³ Finally, the Debtors have determined that the Wrong Debtor Claim identified on **Schedule 6** to **Exhibit A** hereto was filed against the wrong Debtor and, thus, should be transferred to the claims register of the proper Debtor as indicated on **Schedule 6** to **Exhibit A**.

21. The Debtors submit that this Objection meets or exceeds the procedural requirements under Bankruptcy Rule 3007(e). Indeed, the clear purpose of Bankruptcy Rule 3007 is to ensure greater transparency to creditors than is often the case in an omnibus claims objection process. This Objection has been served on each affected creditor and clearly identifies the claims filed by such creditors that are subject to the Objection, and the grounds and response deadline therefor. Specifically, the Objection explicitly states: (a) the name of the claimant asserting the

³ For the avoidance of doubt, the Surviving Claims identified on **Schedules 3 and 7** to **Exhibit A** hereto shall remain on the Debtors' claims register.

Disputed Claim; (b) the claim number from the claims register or other information identifying the Disputed Claim; and (c) the name of the Debtor entity against which the Disputed Claim is asserted. Additionally, the notice accompanying this Objection: (i) states the basis for the Objection; (ii) identifies a response date and response procedures; (iii) identifies the hearing date and related procedures; and (iv) describes how proofs of claim, the Schedules and other pleadings in the Debtors' cases may be obtained from the Debtors' claims agent or its website. The Debtors believe that such notice satisfies the due process concerns that led to the change in Bankruptcy Rule 3007 limiting omnibus objections to claims.

22. For the reasons stated above, the Debtors object to the Disputed Claims and request that the Court enter an order disallowing and expunging, reducing or transferring the relevant Disputed Claims as set forth more fully herein.

Reservation of Rights

23. This Objection is limited to the grounds stated herein. Accordingly, the Objection is without prejudice to the rights of the Debtors or any other party in interest to object to any of the Disputed Claims or any of the Surviving Claims on any grounds whatsoever, and the Debtors expressly reserve all further substantive and/or procedural objections they may have to any of the Disputed Claims or Surviving Claims. The Debtors further reserve the right to (i) amend, supplement or revise this Objection, (ii) adjourn any hearing scheduled thereon, (iii) file additional papers in support thereof, and (iv) take all other appropriate actions to (a) respond to any allegations or defenses that may be raised in a response thereto, (b) further object to any of the Disputed Claims for which a claimant provides (or attempts to provide) additional documentation to substantiate such claim, and/or (c) further object to any of the Disputed Claims based on additional information that may be discovered upon further review by the Debtors or through discovery pursuant to the applicable provisions of the Bankruptcy Rules.

Notice

24. Notice of this Objection has been provided to: (a) each of the claimants identified in **Schedules 1-7** to **Exhibit A** attached hereto; (b) the U.S. Trustee; (c) Bracewell & Giuliani LLP, counsel to Alden Global Value Recovery Master Fund, L.P.; (d) Cooley LLP, counsel to the Committee; (e) Allen & Overy, counsel to Atari, S.A.; (f) the Internal Revenue Service; (g) the New York State Attorney General; and (h) all other parties that have filed notices of appearance 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, the Debtors respectfully request that this Court (a) enter an order substantially in the form attached hereto as **Exhibit A** and (b) grant the Debtors such other and further relief as this Court deems just and proper.

New York, New York
Dated: August 26, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

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

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

Counsel to the Debtors and Debtors in Possession

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 SUSTAINING THE DEBTORS' FIRST
OMNIBUS OBJECTION TO CERTAIN CLAIMS
(ALREADY COMPLETELY OR PARTIALLY SATISFIED,
NOT IN COMPLIANCE WITH APPLICABLE RULES, DUPLICATE,
FILED IN THE WRONG CASE, LATE FILED AND AMENDED AND SUPERSEDED)**

Upon the *Debtors' First Omnibus Objection to Certain Claims (Already Completely or Partially Satisfied, Not in Compliance with Applicable Rules, Duplicate, Filed in the Wrong Case, Late Filed and Amended and Superseded)* (the "**Objection**")² seeking entry of an order (this "**Order**") (i) disallowing and expunging the Disputed Claims listed on **Schedules 2, 3, 4, 5 and 7** hereto, (ii) reducing the Disputed Claims listed on **Schedule 1** hereto and (iii) transferring the Disputed Claim listed on **Schedule 6** hereto, pursuant to Bankruptcy Code section 502(b) and Bankruptcy Rule 3007; and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Objection having been provided; and it appearing that no other or further notice need be provided; and the Court having determined that there exists just cause for the relief granted herein and that such relief is in the best interests of the Debtors, their estates and creditors and all other parties in interest; and upon the arguments presented at the hearing before the Court, and any responses to the Objection

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 Objection.

having been withdrawn, resolved, or overruled on the merits; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Objection is sustained to the extent set forth herein.
2. The Partially Satisfied Claims listed on **Schedule 1** attached hereto are hereby reduced by the amounts already paid by the Debtors as set forth on **Schedule 1** pursuant to Bankruptcy Code section 502(b).
3. The Disputed Claims listed on **Schedules 2, 4, 5 and 7** and the Duplicate Claims under the heading “Claims to be Expunged” listed on **Schedule 3** attached hereto are hereby disallowed and expunged in their entirety pursuant to Bankruptcy Code section 502(b).
4. The Wrong Debtor Claim identified on **Schedule 6** attached hereto is hereby expunged from the claims register of the Debtor referenced under the “Filed Claim” heading and transferred to the claims register of the Debtor identified under the “Transferred Claim” heading as set forth on **Schedule 6**.
5. The Surviving Claims identified on **Schedules 3 and 7** attached hereto will remain on the Debtors’ claims register, and such claims are neither allowed nor disallowed at this time and are subject to any objections against such claims on any basis that may be asserted in the future.
6. The reduction or expungement of the Disputed Claims does not constitute any admission or finding with respect to any of the Surviving Claims or with respect to any claims that have been transferred to the claims register of a different Debtor.
7. The terms and conditions of this Order shall be immediately effective and enforceable upon the entry of this Order.

8. The clerk of the Court and the Debtors' claims agent are authorized and directed to modify the official claims register for each Debtor, as appropriate, in accordance with the terms of this Order.

9. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of the Order.

10. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation, implementation, and enforcement of this Order.

Dated: New York, New York
September __, 2013

THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

Schedule 1: Partially Satisfied Claims

SEQ #	Claimant Name and Address	Date Filed	Debtor	Case Number	Claim #	Claim Amount	Nature	Amount Paid	Amount Remaining	Nature	Category	Objection Page # Reference
1	CIT Finance, LLC CIT Technology Financing Services, Inc. 10201 Centurion Parkway North, Suite 100 Jacksonville, FL 32256	02/25/13	Atari, Inc.	13-10176	8	\$12,237.78	Unsecured	\$4,808.92	\$7,428.86	Unsecured	Office Machine Lease	3-4
2	Code Mystics Inc. 1500-701 West Georgia Street Vancouver, BC V7Y 1C6 Canada	04/25/13	Atari, Inc.	13-10176	90	\$57,972.00	Unsecured	\$25,350.27	\$32,621.73	Unsecured	Royalties	3-4
3	EMC Corporation Customer #907459 4246 Collections Center Drive Chicago, IL 60693	04/26/13	Atari, Inc.	13-10176	99	\$8,184.04 \$8,769.76	Administrative Unsecured	\$8,184.04	\$8,769.76	Unsecured	General Trade Payable	3-4
4	International Creative Management 10250 Constellation Boulevard 7th Floor Los Angeles, CA 90067	04/29/13	Atari Interactive, Inc.	13-10177	113	\$110,000.00	Unsecured	\$10,000.00	\$100,000.00	Unsecured	Commissions	3-4
5	Kontagent, Inc. 405 El Camino Real Box #406 Menlo Park, CA 94025-5240 USA	03/04/13	Atari, Inc.	13-10176	12	\$30,000.00	Unsecured	\$2,419.35	\$27,580.65	Unsecured	General Trade Payable	3-4
6	Netnames USA 55 Broad Street, 11th Floor New York, NY 10004 USA	04/26/13	Atari, Inc.	13-10176	95	\$26,068.75	Unsecured	\$6,677.81	\$19,390.94	Unsecured	General Trade Payable	3-4
7	The Weeks Lerman Group LLC 68-38 Page Place Maspeth, NY 11378	03/28/13	Atari, Inc.	13-10176	62	\$1,684.99	Unsecured	\$237.77	\$1,447.22	Unsecured	Office Supply Services	3-4

Schedule 2: Noncompliant Claims

SEQ #	Claimant Name and Address	Date Filed	Debtor	Case Number	Claim #	Claim Amount	Category	Basis	Objection Page # Reference
1	Creative Circle, LLC 5750 Wilshire Blvd, Suite 610 Los Angeles, CA 90036	4/1/2013	Atari, Inc.	13-10176	27	\$4,100.00	General Trade Payable	Incomplete proof of claim form/not properly executed. See Bar Date Order at paragraph 8(a).	4
2	Lawrence H. Harris 567 Essex Street Hamilton, MA 01982	4/29/2013	Atari Interactive, Inc.	13-10177	142	Not Specified	Unknown	Insufficient supporting documentation to support a claim against the Debtor. See Bar Date Order at paragraph 8(a).	4
3	Inlex Conseil 68, Rue Pierre Charron 75008 Paris, France	2/11/2013	Atari, Inc.	13-10176	3	Not Specified	Legal Services	Fails to conform substantially with the proof of claim form provided with the Bar Date order or Official Form Number 10. See Bar Date Order at paragraph 8(a); Bankruptcy Rule 3001(a).	4
4	Interplay Entertainment Corp. Attn: Herve Caen 12301 Wilshire Blvd. Suite 502 Los Angeles, CA 90025	4/30/2013	Atari, Inc.	13-10176	155	\$4,500,000.00	Contract/Tort Claim	Insufficient supporting documentation to support a claim against the Debtor. See Bar Date Order at paragraph 8(a); Bankruptcy Rule 3001(a).	4
5	Interplay Entertainment Corp. Attn: Herve Caen 12301 Wilshire Blvd. Suite 502 Los Angeles, CA 90025	4/30/2013	Atari Interactive, Inc.	13-10177	156	\$4,500,000.00	Contract/Tort Claim	Insufficient supporting documentation to support a claim against the Debtor. See Bar Date Order at paragraph 8(a); Bankruptcy Rule 3001(a).	4
6	The Home Insurance Company In Liquidation 55 South Commercial St. Manchester, NH 03101	2/14/2013	Atari, Inc.	13-10176	4	Not Specified	Insurance	Insufficient supporting documentation to support a claim against the Debtor. See Bar Date Order at paragraph 8(a).	4
7	New York County, County Clerk 60 Centre Street New York, NY 10007	4/8/2013	Atari, Inc.	13-10176	40	Not Specified	Tax Claim	Insufficient supporting documentation to support a claim against the Debtor. See Bar Date Order at paragraph 8(a)(b)(d).	4

*Individuals sorted by last name.

In re Atari Inc., et al.

Schedule 3: Duplicate Claims

Claims to be Expunged							Surviving Claims							Category	Objection Page # Reference
SEQ #	Claimant Name and Address	Date Filed	Debtor	Case Number	Claim #	Claim Amount	Claimant Name and Address	Date Filed	Debtor	Case Number	Claim #	Claim Amount			
1	Stuart J. Allison DBA Fat Droid 9415 Culver Boulevard, Suite 666 Culver City, CA 90232 USA	03/18/13	Atari, Inc.	13-10176	23	\$5,750.00	Stuart J. Allison DBA Fat Droid 9415 Culver Boulevard, Suite 666 Culver City, CA 90232 USA	03/13/13	Atari, Inc.	13-10176	16	\$5,750.00	General Trade Payable	4-5	
2	Kontagent, Inc. 405 El Camino Real Box #406 Menlo Park, CA 94025-5240 USA	04/12/13	Atari, Inc.	13-10176	54	\$30,000.00	Kontagent, Inc. 405 El Camino Real Box #406 Menlo Park, CA 94025-5240 USA	03/04/13	Atari, Inc.	13-10176	12	\$30,000.00	General Trade Payable	4-5	
3	Pioneer Distributors Inc. DBA JB Marketing 16730 Schoenborn Street North Hills, CA 91343	04/01/13	Atari, Inc.	13-10176	25	\$4,440.50	Pioneer Distributors Inc. DBA JB Marketing 16730 Schoenborn Street North Hills, CA 91343	03/13/13	Atari, Inc.	13-10176	15	\$4,440.50	Product Retailer	4-5	
4	Rackspace Managed Hosting P.O. Box 730759 Dallas, TX 75373-0759 USA	04/01/13	Atari, Inc.	13-10176	59	\$113,043.70	Rackspace Managed Hosting P.O. Box 730759 Dallas, TX 75373-0759 USA	04/12/13	Atari, Inc.	13-10176	52	\$113,043.70	General Trade Payable	4-5	
5	Storm City Entertainment, 700 Liberty Place, Suite 200 Sicklerville, NJ 08081 USA	04/08/13	Atari, Inc.	13-10176	63	\$295,000.00	Storm City Entertainment, 700 Liberty Place, Suite 200 Sicklerville, NJ 08081 USA	04/08/13	Atari, Inc.	13-10176	42	\$295,000.00	3rd Party Distributor	4-5	
6	Vonchurch San Francisco 610 22nd Street, Suite 312 San Francisco, CA 94107 USA	04/08/13	Atari, Inc.	13-10176	44	\$37,125.00	Vonchurch San Francisco 610 22nd Street, Suite 312 San Francisco, CA 94107 USA	03/18/13	Atari, Inc.	13-10176	19	\$37,125.00	Recruitment Fees	4-5	
7	The Weeks Lerman Group LLC 68-38 Page Place Maspeth, NY 11378	04/05/13	Atari, Inc.	13-10176	38	\$1,684.99	The Weeks Lerman Group LLC 68-38 Page Place Maspeth, NY 11378	03/28/13	Atari, Inc.	13-10176	62*	\$1,684.99	Office Supply Services	4-5	
* Claim has a later sequence date because it was mailed to the Clerk of the Court before it was forwarded to BMC and assigned a claim number.															

*Individuals sorted by last name.

In re Atari Inc., et al.

Schedule 4: Late Filed Claims

SEQ #	Claimant Name and Address	Date Filed	Debtor	Case Number	Claim #	Claim Amount	Category	Objection Page # Reference
1	Domnern Somgiat Boonma GPO Box 203 Bangkok, - 10501	05/09/13	Atari, Inc.	13-10176	167	\$1,386	Legal Services	5
2	Magic Solver Sheraton House, Castle Business Park Cambridge, UK CB3 0AX	05/03/13	Atari, Inc.	13-10176	166	\$58,600	General Trade Payables	5
3	Studios Legale Bird & Bird Address Unknown	05/01/13	Atari, Inc.	13-10176	165	\$2,614	Legal Services	5

In re Atari Inc., et al.

Schedule 5: Satisfied Claim

SEQ #	Claimant Name and Address	Date Filed	Debtor	Case Number	Claim #	Claim Amount	Category	Objection Page # Reference
1	Schwenk, Adam C. [ADDRESS REDACTED]	04/29/13	Atari, Inc.	13-10176	135	\$15,885.15	Employee Claim	5

In re Atari Inc., et al.

Schedule 6: Wrong Debtor Claim

SEQ #	Filed Claim							Transferred Claim						
	Claimant Name and Address	Date Filed	Debtor	Case Number	Claim #	Claim Amount	Category	Claimant Name and Address	Date Filed	Debtor	Claim #	Case Number	Claim Amount	Objection Page # Reference
1	Interplay Entertainment Corp. Attn: Herve Caen 12301 Wilshire Blvd. Suite 502 Los Angeles, CA 90025	4/30/2013	Atari Interactive, Inc.	13-10177	156	\$4,500,000.00	Contract/Tort Claim	Interplay Entertainment Corp. Attn: Herve Caen 12301 Wilshire Blvd. Suite 502 Los Angeles, CA 90025	4/30/2013	Atari, Inc.	156	13-10176	\$4,500,000.00	5-6

In re Atari Inc., et al.

Schedule 7: Amended and Superseded Claim

SEQ #	Amended Claim						Surviving Claim						Category	Objection Page # Reference
	Claimant Name and Address	Date Filed	Debtor	Case Number	Claim #	Claim Amount	Claimant Name and Address	Date Filed	Debtor	Case Number	Claim #	Claim Amount		
1	Tomdi Sales & Marketing C/O Thomas E. Ryan 1601 Blackburn Heights Drive Sewickley, PA 15143 USA	03/22/13	Atari, Inc.	13-10176	21	\$1,595.70	Tomdi Sales & Marketing C/O Thomas E. Ryan 1601 Blackburn Heights Drive Sewickley, PA 15143 USA	04/15/13	Atari, Inc.	13-10176	64	\$1,595.70	Sales Consulting Services	6

Exhibit B: Alphabetical List of Claims Objected to in the Objection

Claimant Name* and Address	Date Filed	Debtor	Claim #	Objection Page # Reference	Objection Schedule Reference
Stuart J. Allison DBA Fat Droid 9415 Culver Boulevard, Suite 666 Culver City, CA 90232 USA	03/18/13	Atari, Inc.	23	4-5	Schedule 3 - Duplicate
CIT Finance, LLC CIT Technology Financing Services, Inc. 10201 Centurion Parkway North, Suite 100 Jacksonville, FL 32256	02/25/13	Atari, Inc.	8	3-4	Schedule 1 - Partially Satisfied
Code Mystics Inc. 1500-701 West Georgia Street Vancouver, BC V7Y 1C6 Canada	04/25/13	Atari, Inc.	90	3-4	Schedule 1 - Partially Satisfied
Creative Circle, LLC 5750 Wilshire Blvd, Suite 610 Los Angeles, CA 90036	4/1/2013	Atari, Inc.	27	4	Schedule 2 - Noncompliant
Domnern Somgiat Boonma GPO Box 203 Bangkok, - 10501	05/09/13	Atari, Inc.	167	5	Schedule 4 - Late Filed
EMC Corporation Customer #907459 4246 Collections Center Drive Chicago, Il 60693	04/26/13	Atari, Inc.	99	3-4	Schedule 1 - Partially Satisfied
Lawrence H. Harris 567 Essex Street Hamilton, MA 01982	4/29/2013	Atari Interactive, Inc.	142	4	Schedule 2 - Noncompliant
The Home Insurance Company In Liquidation 55 South Commercial St. Manchester, NH 03101	2/14/2013	Atari, Inc.	4	4	Schedule 2 - Noncompliant
Inlex Conseil 68, Rue Pierre Charron 75008 Paris, France	2/11/2013	Atari, Inc.	3	4	Schedule 2 - Noncompliant
International Creative Management 10250 Constellation Boulevard 7th Floor Los Angeles, CA 90067	04/29/13	Atari Interactive, Inc.	113	3-4	Schedule 1 - Partially Satisfied
Interplay Entertainment Corp. Attn: Herve Caen 12301 Wilshire Blvd. Suite 502 Los Angeles, CA 90025	4/30/2013	Atari, Inc.	155	4	Schedule 2 - Noncompliant

Exhibit B: Alphabetical List of Claims Objected to in the Objection

Claimant Name* and Address	Date Filed	Debtor	Claim #	Objection Page # Reference	Objection Schedule Reference
Interplay Entertainment Corp. Attn: Herve Caen 12301 Wilshire Blvd. Suite 502 Los Angeles, CA 90025	4/30/2013	Atari Interactive, Inc.	156	4	Schedule 2 - Noncompliant
Interplay Entertainment Corp. Attn: Herve Caen 12301 Wilshire Blvd. Suite 502 Los Angeles, CA 90025	4/30/2013	Atari Interactive, Inc.	156	5-6	Schedule 6 - Wrong Debtor
Kontagent, Inc. 405 El Camino Real Box #406 Menlo Park, CA 94025-5240 USA	04/12/13	Atari, Inc.	12	3-4	Schedule 1 - Partially Satisfied
Kontagent, Inc. 405 El Camino Real Box #406 Menlo Park, CA 94025-5240 USA	04/12/13	Atari, Inc.	54	4-5	Schedule 3 - Duplicate
Magic Solver Sheraton House, Castle Business Park Cambridge, UK CB3 0AX	05/03/13	Atari, Inc.	166	5	Schedule 4 - Late Filed
Netnames USA 55 Broad Street, 11Th Floor New York, NY 10004 USA	04/26/13	Atari, Inc.	95	3-4	Schedule 1 - Partially Satisfied
New York County, County Clerk 60 Centre Street New York, NY 10007	4/8/2013	Atari, Inc.	40	4	Schedule 2 - Noncompliant
Pioneer Distributors Inc. DBA JB Marketing 16730 Schoenborn Street North Hills, CA 91343	04/01/13	Atari, Inc.	25	4-5	Schedule 3 - Duplicate
Rackspace Managed Hosting P.O. Box 730759 Dallas, TX 75373-0759 USA	04/01/13	Atari, Inc.	59	4-5	Schedule 3 - Duplicate
Schwenk, Adam C [ADDRESS REDACTED]	04/29/13	Atari, Inc.	135	5	Schedule 5 - Satisfied
Storm City Entertainment, 700 Liberty Place, Suite 200 Sicklerville, NJ 08081 USA	04/08/13	Atari, Inc.	63	4-5	Schedule 3 - Duplicate
Studios Legale Bird & Bird Address Unknown	05/01/13	Atari, Inc.	165	5	Schedule 4 - Late Filed

*Individuals sorted by last name.

Exhibit B: Alphabetical List of Claims Objected to in the Objection

Claimant Name* and Address	Date Filed	Debtor	Claim #	Objection Page # Reference	Objection Schedule Reference
Tomdi Sales & Marketing C/O Thomas E. Ryan 1601 Blackburn Heights Drive Sewickley, PA 15143 USA	04/15/13	Atari, Inc.	21	6	Schedule 7 - Amended and Superseded
Vonchurch San Francisco 610 22nd Street, Suite 312 San Francisco, CA 94107 USA	04/08/13	Atari, Inc.	44	4-5	Schedule 3 - Duplicate
The Weeks Lerman Group LLC 68-38 Page Place Maspeth, NY 11378	03/28/13	Atari, Inc.	62	3-4	Schedule 1 - Partially Satisfied
The Weeks Lerman Group LLC 68-38 Page Place Maspeth, NY 11378	04/05/13	Atari, Inc.	38	4-5	Schedule 3 - Duplicate

*Individuals sorted by last name.