

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)

ORDER ESTABLISHING NOTICE AND SERVICE PROCEDURES

Upon consideration of the motion (the “Motion”)² of the debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”) for entry of an order (the “Order”), pursuant to sections 102(1) and 105 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), Rules 2002(m), 9007 and 9036 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2002-2 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), establishing certain notice and service procedures in these chapter 11 cases; 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 having held a hearing (the “Hearing”) to consider 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 the chapter 11 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)(2); (d) notice of the Motion and Hearing was adequate and appropriate under the particular

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

² Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Motion.

circumstances; and (e) the relief requested in the Motion is in 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. The Debtors are authorized to establish a core service list (the “Core Service List”), which shall include: (i) the office of the United States Trustee for the Southern District of New York (the “United States Trustee”); (ii) the Debtors; (iii) counsel to the Debtors; (iv) counsel to any official committee of unsecured creditors appointed in these cases (the “Committee”), or the creditors holding the thirty (30) largest unsecured claims against the Debtors’ estates on a consolidated basis as identified on the Debtors’ chapter 11 petitions (collectively, the “Top 30 Unsecured Creditors”); (v) counsel for any other official committee appointed or designated in these chapter 11 cases; (vi) Bracewell & Giuliani LLP, 1251 Avenue of the Americas, 49th Floor, New York, New York 10020 (Attn: Robert G. Burns, Esq.), counsel for Alden Global Distressed Opportunities Master Fund, L.P., Alden Global Value Recovery Master Fund L.P., and Turnpike Limited; (vii) Allen & Overy LLP, 1221 Avenue of the Americas, New York, New York 10020 (Attn: Ken Coleman, Esq.), counsel for Atari, S.A.; (viii) the Internal Revenue Service; and (ix) the New York State Attorney General.
3. The Debtors are authorized to establish a master service list (the “Master Service List”), which shall include (i) the Core Service List, (ii) any party whose interests are directly affected by a specific pleading, and (iii) those persons or entities who have formally appeared and requested service in the chapter 11 cases pursuant to Bankruptcy Rule 2002.

4. The initial Core Service List shall include the creditors holding the thirty (30) largest unsecured claims against the Debtors' estates on a consolidated basis, as identified on the Debtors' chapter 11 petitions; provided, however, at such time, if ever, that the United States Trustee has appointed a Committee, the Debtors are authorized to revise the Core Service List to (i) include counsel to the Committee and (ii) remove the Top 30 Unsecured Creditors.

5. The proceedings with respect to which notice may be limited to the persons and entities listed on the Master Service List includes all matters covered by Bankruptcy Rule 2002 and the Local Rules, with the express exception of the following: (a) notice of the first meeting of creditors pursuant to section 341 of the Bankruptcy Code, (b) notice of the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c), (c) notice of the time fixed for filing objections and the hearing to consider approval of a disclosure statement or confirmation of a plan of reorganization, and (d) notice of and transmittal of ballots for accepting or rejecting a plan of reorganization.

6. Any creditor or party in interest that wishes to receive notice other than as required by Bankruptcy Rule 2002 and Local Rule 2002 must file a notice of appearance and request for service of papers (a "Request") with the Clerk of Court that must include such party's: (a) name, (b) address, (c) client's name, if applicable, (d) telephone number, (e) facsimile number, and (f) electronic mail ("e-mail") address, unless such party files a request to be exempted from providing an e-mail address as set forth in paragraph 7 of this Order.

7. Any individual or entity filing a notice of appearance who (a) does not maintain and cannot practicably obtain an e-mail address, or (b) is not represented in these chapter 11 cases by an attorney must include in its notice of appearance a certification stating the same, and

notice will be provided to these individuals or entities by U.S. mail, overnight delivery or facsimile in the Debtors' sole discretion.

8. Service by e-mail may be made on a person who has requested, or is deemed to have requested, electronic notice in accordance with Bankruptcy Rule 9036 or the Court's General Order on Electronic Means for Filing, Signing and Verification of Documents, M-399, dated May 17, 2010; provided, however, that hard copies of documents or notices shall be served in the following circumstances: (a) service of a complaint and summons in an adversary proceeding under Bankruptcy Rule 7004, service of a motion commencing a contested matter under Bankruptcy Rule 9014(b), or a subpoena issued under Bankruptcy Rule 9016; (b) notice of the meeting of creditors required under Bankruptcy Rule 2002(a)(1); and (c) where service upon an agency of the United States, including the United States Attorney and the United States Trustee, or chambers is required by the Bankruptcy Rules, the Local Rules, or order of this Court.

9. To the extent that a Request fails to contain an e-mail address, such party shall not be entitled to additional service of papers, as described herein, until such party files a request to be exempted from providing an e-mail address as set forth in paragraph 7 of this Order. Unless a request to be exempted from providing an e-mail address is filed, each party that files a Request shall be deemed to have consented to electronic service (*i.e.*, service by e-mail) of all pleadings and documents filed in these chapter 11 cases.

10. If notice is served by e-mail, service of a paper copy of documents on interested parties by any other means is not necessary and e-mail service shall satisfy the Court's rules for service. Service by e-mail shall be effective as of the date the document is sent to the e-mail address provided by a party.

11. All documents served electronically pursuant to this Order shall include access to an attached file containing the entire document, including the proposed form(s) of order and any exhibits, attachments, and other relevant material, in “.pdf” format, readable by Adobe Acrobat or an equivalent program.

12. Notwithstanding the foregoing, if a document cannot be annexed to an e-mail (because of its size, technical difficulties, or other concerns), the Debtors may, in their discretion (i) serve the entire document by U.S. mail or overnight mail, including the proposed form(s) of order and any exhibits, attachments, and other relevant materials, or (ii) e-mail the party being served and include a notation that the document has not been annexed and will be mailed if requested.

13. Upon the completion of noticing of any particular matter, the Debtors shall file electronically with the Court either an affidavit of service or certificate of service, annexing thereto the list of those parties to whom notice was provided.

14. The Debtors may amend the procedures set forth herein from time to time throughout these chapter 11 cases and shall present such amendments to the Court.

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

16. 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 25, 2013

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