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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	}	Chapter 11
ATARI, INC., <i>et al.</i> ,	}	Case No. 13-_____ (___)
Debtors. ¹	}	Joint Administration Requested

**MOTION OF THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR ENTRY OF AN ORDER GRANTING THE DEBTORS ADDITIONAL
TIME WITHIN WHICH TO FILE SCHEDULES AND STATEMENTS**

The above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), by and through their proposed undersigned counsel, hereby move the Court for entry of an order, the proposed form of which is attached hereto as **Exhibit A**, granting the Debtors additional time within which to file schedules of assets and liabilities, schedules of executory contracts and unexpired leases, and statements of financial affairs (the “Motion”). In support of the Motion, the Debtors submit 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”). In further support of the Motion, the Debtors respectfully represent as follows:

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

I. Background

1. On January 21, 2013 (the "Petition Date"), each of the Debtors filed with the United States Bankruptcy Court for the Southern District of New York (the "Court") their respective voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), commencing the above-captioned chapter 11 cases. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors have, pursuant to a separate motion, moved this Court for entry of an order authorizing the joint administration of these chapter 11 cases.

2. No request for the appointment of a trustee or an examiner has been made in these cases and no statutory committees have been appointed or designated.

3. 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 Predicates for Relief Requested

4. 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).

5. The predicates for the relief requested herein are sections 105(a) and 521 of the Bankruptcy Code and Rule 1007(c) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

III. Relief Requested

6. By this Motion, the Debtors seek entry of an order pursuant to Bankruptcy Rule 1007(c) extending the time within which they are required to file their schedules of assets and liabilities, the schedules of executory contracts and unexpired leases, and statements of financial affairs, each as required by section 521 of the Bankruptcy Code (collectively, the “Schedules and Statements”). The Debtors filed with their petitions a consolidated list identifying the top thirty (30) unsecured creditors of the Debtors. Bankruptcy Rule 1007(c) provides that a debtor may file its Schedules and Statements within 14 days of the commencement date of the bankruptcy case.

7. Due to the nature of the Debtors’ businesses, limited staff available to perform the required internal review of the Debtors’ businesses and affairs, and the numerous other matters incident to the commencement of these chapter 11 cases, the Debtors submit that the 14-day period within which to file the Schedules and Statements under Bankruptcy Rule 1007(c) will not be sufficient. It would be onerous, if not impossible, to complete the Schedules and Statements within the deadline imposed by Bankruptcy Rule 1007(c). The volume of material that must be compiled and reviewed by the Debtors’ limited staff provides ample “cause” justifying the requested extension for filing the Schedules and Statements.

8. The Debtors believe they will need 44 days from the Petition Date to complete their Schedules and Statements. This would constitute a 30-day extension of the deadline beyond the 14 days provided under Bankruptcy Rule 1007(c) to file the Schedules and Statements. The Debtors request that such extension be without prejudice to their right to seek one or more further extensions of this deadline from the Court, or to seek a waiver of the requirement for filing certain schedules. Additionally, the Debtors will work with the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”) and any

subsequently appointed creditors' committee to make available sufficient financial data and creditor information to permit at least an initial section 341 meeting to be held timely.

IV. Basis for Relief Requested

9. Pursuant to Bankruptcy Rules 1007(c) and 9006(b), the Court has authority to extend the time required for filing the Schedules and Statements "for cause."

10. The Debtors submit that good cause exists to grant the relief requested in this Motion. The conduct and operation of the Debtors' business operations require the Debtors to maintain voluminous books and records and complex accounting systems. Given the complexity of their business operations, the number of creditors, and the fact that certain prepetition invoices have not yet been received or entered into the Debtors' financial accounting systems, the Debtors have begun, but have not yet finished, compiling the information required to complete the Schedules and Statements.

11. Accordingly, the Debtors request an extension of 30 days from the time provided for under Bankruptcy Rule 1007(c) to file the Schedules and Statements, which will provide the Debtors with a total of 44 days after the Petition Date to file the Schedules and Statements. The Schedules and Statements will be filed at least 10 days before the "Meeting of Creditors" pursuant to section 341 of the Bankruptcy Code. The Debtors seek such relief without prejudicing their right to seek further extensions from the Court.

12. Courts in other large chapter 11 cases in this jurisdiction regularly have granted the same or similar relief. *See, e.g., In re Hostess Brands, Inc.*, Case No. 12-22052 (RDD) (Bankr. S.D.N.Y. Jan. 12, 2012) (granting 30 day extension); *In re Dana Corp.*, Case No. 06-10354 (BRL) (Bankr. S.D.N.Y. Mar. 6, 2006) (schedules due approximately 45 days after petition date); *In re Calpine Corp.*, Case No. 05-60200 (BRL) (Bankr. S.D.N.Y. Dec. 21, 2005) (schedules due approximately 75 days after petition date); *In re Enron Corp.*, Case No. 01-16034

(AJG) (Bankr. S.D.N.Y. Dec. 3, 2001) (schedules due approximately 135 days after petition date); *In re Bethlehem Steel Corp.*, Case No. 01-15288 (BRL) (Bankr. S.D.N.Y. Oct. 15, 2001) (schedules due 90 days after petition date).

V. Notice

13. 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

14. 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 annexed hereto as Exhibit A, 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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