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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. 13-10176 (JMP)
Debtors. ¹	}	(Jointly Administered)

***EX PARTE* MOTION OF DEBTORS AND DEBTORS-IN-POSSESSION FOR
ENTRY OF AN ORDER SHORTENING NOTICE PERIOD AND FIXING THE
HEARING AND OBJECTION DEADLINE TO CONSIDER APPROVAL OF
THE APPLICATION OF THE DEBTORS AND DEBTORS-IN-POSSESSION FOR
ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF HUNTON & WILLIAMS LLP AS ATTORNEYS FOR THE DEBTORS
*NUNC PRO TUNC TO THE PETITION DATE***

The debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (collectively, the “Chapter 11 Cases”), hereby submit this motion (the “Motion”), on an *ex parte* basis, for the entry of an order, the proposed form of which is annexed hereto as **Exhibit A** (the “Proposed Order”), pursuant to Rules 2002(a)(2) and 9006(c)(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 9077-1(b) of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), shortening the notice period with respect to the hearing (the “Hearing”) on the *Application of Debtors and*

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

Debtors-in-Possession for Entry of an Order Authorizing the Employment and Retention of Hunton & Williams LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date (the “Hunton Application”).² In support of this Motion, the Debtors rely on the Declaration of Peter S. Partee, Sr. (the “Partee Declaration”), a true and complete copy of which is annexed hereto as **Exhibit B**. In further support of this Motion, the Debtors respectfully represent as follows:

I. Jurisdiction, Venue and Predicates for Relief Requested

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.)*. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The predicates for the relief requested herein are Bankruptcy Rules 2002(a)(2) and 9006(c)(1) and Local Rule 9077-1(b).

II. Background

A. The Chapter 11 Cases

3. On January 21, 2013 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code commencing the above-captioned chapter 11 cases. By an order [Docket No. 27] 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).

4. 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. No

² Capitalized terms not defined herein shall have the meanings ascribed to such terms in the Hunton Application.

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.

5. 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 *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* [Docket No. 16], which was filed on January 22, 2013.

B. The Hunton Application

6. Simultaneously with this Motion, the Debtors filed the Hunton Application. Through the Hunton Application, the Debtors seek entry of an order, authorizing the Debtors' employment and retention of Hunton & Williams LLP ("Hunton & Williams") as their general bankruptcy counsel in connection with the Chapter 11 Cases effective *nunc pro tunc* to the Petition Date.

III. Relief Requested

7. By this Motion, and based on the Partee Declaration, the Debtors request the entry of an order shortening the notice period for the Hearing on approval of the Hunton Application so that such Hearing shall be held on February 14, 2013, at 10:00 a.m. (prevailing Eastern Time), and the deadline to file and serve objections to the relief requested at such hearing shall be February 8, 2013, at 4:00 p.m. (prevailing Eastern Time), or as soon after the entry of the Proposed Order as the Court may deem appropriate.

IV. Basis for Requested Relief

8. Bankruptcy Rules 2002(a)(2) and 9006(c)(1) authorize the Court, for cause shown, to reduce the notice period for the Hearing. Local Bankruptcy Rule 9077-1(b) authorizes the Court to enter the Proposed Order upon an *ex parte* motion for cause shown.

9. As described in the Hunton Application, the Debtors executed an engagement letter with Hunton & Williams on December 18, 2012 (the "Engagement Letter"), pursuant to which the Debtors retained Hunton & Williams as their general bankruptcy counsel with respect to the Chapter 11 Cases. Since signing the Engagement Letter, Hunton & Williams has worked closely with the Debtors to prepare for and file these Chapter 11 Cases and subsequent pleadings. In connection with the Hunton Application, Hunton & Williams endeavored to perform a very thorough conflicts search consisting of all known creditors and contract counterparties, which took additional time and accounts for the delay in filing the Hunton Application. By this Motion, the Debtors seek to shorten the notice period for the Hearing on the approval of the Hunton Application by only one day.

10. At a hearing on January 24, 2013, the Court indicated that all retention applications should be heard at the hearing scheduled for February 14, 2013, at 10:00 a.m. (prevailing Eastern Time). Currently, the *Application of the Debtors and Debtors-in-Possession for Entry of an Order Authorizing the Employment and Retention of BMC Group, Inc. as Noticing and Claims Agent for the Debtors* [Docket No. 20] (the "BMC Group Application") and the *Application of the Debtors and Debtors-in-Possession to Employ and Retain Protiviti Inc. as Their Financial Advisor* [Docket No. 46] (the "Protiviti Application"; together, with the BMC Group Application, the "Applications") are set for hearing on February 14, 2013. Given that the relief requested in this Motion would shorten the notice period by only one day, the Debtors do not believe that this short reduction will unduly prejudice any party in interest.

11. Moreover, absent the relief requested herein, the Hunton Application would not be heard until a date after February 14th, which would result in the Debtors' incurring additional attorney fees before having court approval for the retention of their counsel.

12. Accordingly, the Debtors submit that sufficient cause exists to shorten the notice period with respect to the hearing on approval of the Hunton Application in accordance with the proposed schedule set forth above.

V. Notice

13. Pursuant to Bankruptcy Rule 9006(c)(1), the Court may shorten time without notice. Nevertheless, notice of this Motion has been provided to: (a) the U.S. Trustee; (b) counsel to Alden Global Distressed Opportunities Master Fund, L.P., Alden Global Value Recovery Master Fund L.P., and Turnpike Limited; (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; (d) counsel for Atari, S.A., (e) the Internal Revenue Service; (f) the New York State Attorney General; and (g) 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 Previous Request

14. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request (i) entry of an order, in substantially the form of the Proposed Order, granting the relief requested herein; and (ii) such other and further relief in favor of the Debtors as the Court may deem just and proper.

Dated: New York, New York
February 1, 2013

Respectfully submitted,

/s/ Peter S. Partee, Sr.

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