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

In re:

ATARI, INC., et al.,

Reorganized Debtors.<sup>1</sup>

Chapter 11

Case No. 13-10176 (REG)

(Jointly Administered)

**DEBTORS' MOTION FOR ENTRY OF AN ORDER SHORTENING TIME OF NOTICE  
WITH RESPECT TO THE MOTION FOR A FINAL DECREE CLOSING CASES OF  
THE REORGANIZED DEBTORS**

Atari, Inc. and its affiliated debtors, as debtors and debtors in possession (together, the “Debtors”, now known as the “Reorganized Debtors”), by and through their undersigned counsel, hereby move this Court (the “Motion to Shorten”) for entry of an order in substantially the form attached hereto as Exhibit A (the “Proposed Order”), pursuant to section 105 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002 and 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) shortening the notice of the hearing on, and objection period with respect to, the Debtors’ Motion for Final Decree Closing Cases of the Reorganized Debtors (the “Final Decree Motion”). In support of this Motion to Shorten, the Debtor respectfully states as follows:

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<sup>1</sup> The “**Reorganized Debtors**” are Atari, Inc., Atari Interactive, Inc., Humongous, Inc., and California U.S. Holdings, Inc.

### **Background**

1. 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.

2. 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] under Case Number 13-10176 (the "Lead Case"). 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].

3. On December 5, 2013, the Court entered the Findings of Fact, Conclusions of Law and Order Confirming the Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code [Docket No. 497] (the "Confirmation Order"). Among other things, the Confirmation Order confirmed the Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code [Docket No. 379] (the "Plan"), thereby authorizing the Debtors to implement the Plan in accordance with its terms.

4. On December 24, 2013, the Plan became effective (the "Effective Date") and the Debtors filed the *Notice of (I) Entry of Confirmation Order, (II) Occurrence of the Effective Date and (III) Bar Dates for Filing Certain Claims* [ECF No. 523].

5. To date, the Plan has been substantially consummated and as contemplated and required by the Plan and the Confirmation Order, all documents and agreements necessary to implement and consummate the Plan were executed in accordance with the terms thereunder.

6. In accordance with the Plan, the Reorganized Debtors have made distributions as required with respect to all claims that have been allowed and have been filing all post-confirmation operating reports.

7. All expenses arising from the administration of the Debtor's estate, including court fees, 28 U.S.C. § 1930(a)(6) fees, professional fees, and expenses have been paid or will be paid<sup>2</sup> prior to the hearing date set for this Motion.

8. No other motions, contested matters, adversary proceedings, or other proceedings with respect to the Chapter 11 Case are pending before this Court. Accordingly, the Debtor submits that the Chapter 11 Case has been "fully administered" as required under section 350(a) of the Bankruptcy Code.

#### **Jurisdiction**

9. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

10. The statutory predicates for the relief requested herein are section 105 of the Bankruptcy Code, Bankruptcy Rules 2002 and 9006 (c)(1).

#### **Relief Requested**

11. As set forth in the Final Decree Motion, the Debtors seek an order entering a final decree closing the Reorganized Debtors' chapter 11 cases (the "Final Decree Order"). Pursuant to this Motion to Shorten, the Debtors request that this Court enter the Final Decree Order by June 30.

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<sup>2</sup> The Reorganized Debtors entered into a Deferred Payment Agreement with various professionals retained in the Cases, pursuant to which the Reorganized Debtors may defer payment of a portion of certain fees and expenses incurred during the course of Cases and such compensation shall be paid in accordance with the terms of the agreement and this Court's order approving final compensation and reimbursement of fees [Docket No. 559].

12. The shortened-notice request is based on the fact that the Debtors are seeking to minimize the incurrence of further United States Trustee quarterly fees and related United States Trustee reporting beyond the second fiscal quarter 2014. The Debtors are now in position to file the Final Decree Motion and recognize the timing of this request relative to the end of the second fiscal quarter. In the event that the Final Decree Order is entered after the second quarter period (i.e., after June 30), the Debtors would be required to provide the United States Trustee with reporting on any disbursements made in the third fiscal quarter through the entry of the Final Decree Order and, likewise, would incur further United States Trustee fees based on those disbursements. The Debtors are operating entities and have significant disbursement as a result of their operations; therefore, the Debtors seek to minimize further expense and burden by asking that this Court shorten notice to avoid quarterly fee payments beyond June 30, 2014.

13. The Debtors submit that having the Final Decree Order entered on or prior to June 30, 2014 does not prejudice any party. Significantly, the Debtors have shared this request and the draft Final Decree Order with the United States Trustee and the United States Trustee supports the relief requested herein and the proposed Final Decree Order reflects the United States Trustee's comments.

14. Therefore, the Debtors seek entry of the Final Decree Order on an expedited basis, on or before June 30, 2014, rather than on the twenty-one day basis as normally required under the Bankruptcy Rules.

#### **Basis for Relief**

15. Bankruptcy Rule 9006(c)(1) provides that "when an act is required or allowed to be done at or within a specified time by these rules or by a notice given thereunder or by order of court, the court for cause shown may in its discretion with or without motion or notice order the period reduced." Fed. R. Bankr. P. 9006(c)(1).

16. The Debtors respectfully submit that the relief requested herein is necessary and appropriate under the circumstances. As noted above, exigencies do justify shortened notice here. The Debtors are seeking to minimize further costs and expenses and having the Final Decree entered at the end of the second fiscal quarter will alleviate the need for further reporting and payment of United States Trustee fees in the third fiscal quarter.

17. The Debtors respectfully submit that due process is not hindered as a result of the proposed shortening of the applicable notice periods.

18. Under such circumstances, the Debtors submit that shortening the notice period for the Final Decree Motion as proposed herein is appropriate and will not prejudice the interests of any party in interest in these cases.

#### **Notice**

19. Notice of this Motion will be provided to: (a) the U. S. Trustee; (b) Bracewell & Giuliani LLP, counsel to Alden Global Value Recovery Master Fund, L.P.; (c) Allen & Overy, counsel to Atari, S.A.; (d) the Internal Revenue Service; (e) the New York State Attorney General; and (f) all other parties that have filed notices of appearance in these chapter 11 cases. The Reorganized Debtors submits that, under the circumstances, no other or further notice is required.

#### **No Previous Request**

20. No previous request for the relief sought herein has been made to this or any other Court.

WHEREFORE, the Debtors requests that the Court grant the relief requested herein and such other and further relief as it deems just and proper.

Dated: New York, New York  
June 16, 2014

**OLSHAN FROME WOLOSKY LLP**

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**EXHIBIT A**

**Proposed Order**

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

In re:

ATARI, INC., et al.,

Reorganized Debtors.<sup>1</sup>

Chapter 11

Case No. 13-10176 (JMP)

(Jointly Administered)

**ORDER SHORTENING TIME OF NOTICE WITH RESPECT TO THE MOTION FOR  
A FINAL DECREE CLOSING CASES OF THE REORGANIZED DEBTORS**

Upon the motion (the “Motion”) of the Reorganized Debtors in the above-captioned cases (the “Reorganized Debtors”), for entry of an order shortening time of notice with respect to the Debtors’ motion for a final decree closing cases of the Reorganized Debtors (the “Final Decree Motion”); and the Court having jurisdiction to consider the Motion and the relief requested therein 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 Motion having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, the Debtors’ estates, creditors, and parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED.

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<sup>1</sup> The “**Reorganized Debtors**” are Atari, Inc., Atari Interactive, Inc., Humongous, Inc., and California U.S. Holdings, Inc.



2. Pursuant to Bankruptcy Rule 9006(c)(1), the notice and objection periods for the Motion are shortened and set forth herein.

3. The relief sought in the Final Decree Motion shall be presented to this Court on June 27, 2014 at 12:00 p.m.

4. Any objections to the relief requested in the Final Decree Motion must be filed, served and received no later than June 24, 2014 at 4:00 p.m. (Eastern Time).

5. This Court shall retain jurisdiction to resolve all matters relating to implementation of this Order.

Dated: New York, New York  
June \_\_, 2014

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HONORABLE ROBERT E. GROSSMAN  
UNITED STATES BANKRUPTCY JUDGE