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

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

**NOTICE OF PROPOSED AGENDA OF MATTERS SCHEDULED FOR HEARING ON  
FEBRUARY 14, 2013 AT 10:00 A.M. (PREVAILING EASTERN TIME)**

Location of Hearing: The Honorable James M. Peck  
United States Bankruptcy Court  
for the Southern District of New York  
Alexander Hamilton Custom House  
One Bowling Green  
Courtroom Number 601  
New York, New York 10004

Copies of Motion: A copy of each of the Motions may be viewed on the Court's  
website at [www.ecf.nysb.uscourts.gov](http://www.ecf.nysb.uscourts.gov) or (without charge) at the  
following website: at <http://www.bmcgroup.com/atari>.

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

The above-captioned debtors and debtors-in-possession propose the following agenda for the hearing scheduled before the Court on February 14, 2013 at 10:00 a.m. (prevailing Eastern Time):

**UNCONTESTED MATTERS**

1. **Cash Management Motion.** Motion of the Debtors and Debtors-in-Possession for Interim and Final Orders (I) Authorizing Continued Use of Existing Cash Management System, (II) Authorizing Continued Use of Existing Business Forms, (III) According Administrative Expense Status for Intercompany Receivables, (IV) Waiving the Investment and Deposit Requirements of Section 345 of the Bankruptcy Code, and (V) Granting Certain Related Relief [Docket No. 8]

Related Pleadings:

- A. Interim Order (I) Authorizing Continued Use of Existing Cash Management System, (II) According Administrative Expense Status for Intercompany Receivables, (III) Authorizing Continued Use of Existing Business Forms, and (IV) Granting Certain Related Relief [Docket No. 36]
- B. Notice of Final Hearing on Certain First Day Motions [Docket No. 58]

Responses: None

Status: This matter is going forward.

2. **Insurance Motion.** Motion of the Debtors and Debtors-in-Possession for Entry of Interim and Final Orders Authorizing, But Not Directing, the Debtors to Maintain a Prepetition Insurance Premium Finance Agreement [Docket No. 10]

Related Pleadings:

- A. Interim Order Authorizing, But Not Directing, the Debtors to Maintain a Prepetition Insurance Premium Finance Agreement [Docket No. 33]
- B. Notice of Final Hearing on Certain First Day Motions [Docket No. 58]

Responses: None

Status: This matter is going forward.

3. **Wages Motion.** Motion of the Debtors and Debtors-in-Possession for Entry of an Order (I) Authorizing, But Not Directing, the Debtors to Pay Prepetition Wages, Salaries and Benefits, (II) Authorizing, But Not Directing, the Debtors to Pay Prepetition Payroll

Taxes, Withholdings and Reimbursable Expenses; (III) Authorizing, But Not Directing, the Debtors to Continue Employee Benefit Programs on a Postpetition Basis; and (IV) Authorizing All Financial Institutions to Honor All Related Checks and Electronic Payment Requests [Docket No. 11]

Related Pleadings:

- A. Interim Order (I) Authorizing, But Not Directing, the Debtors to Pay Prepetition Wages, Salaries and Benefits, (II) Authorizing, But Not Directing, the Debtors to Pay Prepetition Payroll Taxes, Withholdings and Reimbursable Expenses; (III) Authorizing, But Not Directing, the Debtors to Continue Employee Benefit Programs on a Postpetition Basis; and (IV) Authorizing All Financial Institutions to Honor All Related Checks and Electronic Payment Requests [Docket No. 34]
- B. Notice of Final Hearing on Certain First Day Motions [Docket No. 58]

Responses: None

Status: This matter is going forward.

- 4. **Interim Compensation Motion.** Motion for an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 47]

Related Pleadings:

- A. Notice of Hearing on Motion for an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 49]

Responses: None

Status: This matter is going forward.

- 5. **BMC Retention Application.** 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]

Related Pleadings:

- A. Notice of Hearing on Applications of the Debtors and Debtors-in-Possession for Orders (I) Authorizing the Employment and Retention of BMC Group, Inc. as Noticing and Claims Agent for the Debtors, and (II) Authorizing the Employment and Retention of Protiviti Inc. as Financial Advisor for the Debtors [Docket No. 50]

Responses: None

Status: This matter is going forward.

6. **Protiviti Retention Application.** Application of the Debtors and Debtors-in-Possession to Employ and Retain Protiviti Inc. as Their Financial Advisor [Docket No. 46]

Related Pleadings:

- A. Notice of Filing of Exhibit 1 to Declaration of Guy A. Davis and Disclosure Statement of Protiviti Inc. in Support of Application of the Debtors and Debtors-in-Possession to Employ and Retain Protiviti Inc. as Their Financial Advisor [Docket No. 48]
- B. Notice of Hearing on Applications of the Debtors and Debtors-in-Possession for Orders (I) Authorizing the Employment and Retention of BMC Group, Inc. as Noticing and Claims Agent for the Debtors, and (II) Authorizing the Employment and Retention of Protiviti Inc. as Financial Advisor for the Debtors [Docket No. 50]

Responses: None

Status: This matter is going forward.

7. **Hunton & Williams Retention Application.** 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 [Docket No. 54]

Related Pleadings:

- A. *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 [Docket No. 55]
- B. 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 [Docket No. 57]
- C. Notice of Hearing on 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 [Docket No. 59]

Responses: The Debtors received an informal response from the Office of the United States Trustee (the “U.S. Trustee”). A consensual form of order incorporating the U.S. Trustee’s comments will be presented to the Court at the hearing. No other responses have been filed in connection with this application.

Status: This matter is going forward.

8. **Perella Retention Application.** Application of the Debtors and Debtors-in-Possession to Employ and Retain Perella Weinberg Partners LP as Their Investment Banker [Docket No. 61]

Related Pleadings:

- A. *Ex Parte* Motion of the 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 to Employ and Retain Perella Weinberg Partners LP as Their Investment Banker [Docket No. 62]
- B. Order Shortening Notice Period and Fixing the Hearing and Objection Deadline to Consider Approval of the Application of the Debtors and Debtors-in-Possession to Employ and Retain Perella Weinberg Partners LP as Their Investment Banker [Docket No. 65]

Responses: The Debtors received an informal response from the Official Committee of Unsecured Creditors (the “Committee”). A consensual form of order incorporating the Committee’s comments will be presented to the Court at the hearing. No other responses have been filed in connection with this application.

Status: This matter is going forward.

### **ADJOURNED MATTERS**

1. **Financing Motion.** (Corrected) Motion of Debtors and Debtors-in-Possession Pursuant to 11 U.S.C. §§ 105, 361, 362, 364 and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 for Entry of Interim and Final Orders (I) Authorizing the Debtors to Incur Post-Petition Secured Indebtedness, (II) Granting First Priority Priming Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection, (IV) Modifying Automatic Stay, and (V) Scheduling a Final Hearing [Docket No. 17]

Related Pleadings:

- A. Objection of The BlueBay Value Recovery (Master) Fund Limited to the (Corrected) Motion of Debtors and Debtors-in-Possession Pursuant to 11 U.S.C.

§§ 105, 361, 362, 364 and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 for Entry of Interim and Final Orders (I) Authorizing the Debtors to Incur Post-Petition Secured Indebtedness, (II) Granting First Priority Priming Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection, (IV) Modifying Automatic Stay, and (V) Scheduling a Final Hearing, and Demand for Adequate Protection [Docket No. 24]

- B. Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 364 and 507 (I) Authorizing the Debtors to Incur Post-Petition Secured Indebtedness, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection, (IV) Modifying Automatic Stay, and (V) Scheduling a Final Hearing [Docket No. 40]
- C. Declaration of Michael Andersen in Support of Entry of a Final Order on Debtors' DIP Financing Motion [Docket No. 60]
- D. Notice of Final Hearing on Certain First Day Motions [Docket No. 58]

Responses: The response deadline has been extended to February 25, 2013 at 4:00 p.m. (prevailing Eastern Time).

Status: This matter has been adjourned to the hearing scheduled for March 6, 2013 at 10:00 a.m. (prevailing Eastern Time).

- 2. **Critical Vendors Motion.** Motion of the Debtors and Debtors-in-Possession for Entry of an Order (I) Authorizing, But Not Directing, Payment of Certain Prepetition Claims of Critical Vendors; and (II) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers [Docket No. 9]

Related Pleadings:

- A. Objection of the BlueBay Value Recovery (Master) Fund Limited to the Motion of Debtors and Debtors-in-Possession for Entry of an Order (I) Authorizing, But Not Directing, Payment of Certain Prepetition Claims of Critical Vendors; and (II) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers [Docket No. 25]
- B. Order Authorizing, But Not Directing, Payment of Certain Prepetition Claims of Critical Vendors; and (II) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers [Docket No. 37]
- C. Notice of Hearing on First Day Motions [Docket No. 18]

Responses: The response deadline to the Critical Vendor Motion as it relates to Chris Sawyer has been extended to February 25, 2013 at 4:00 p.m. (prevailing Eastern Time).

Status: The relief requested in the Critical Vendors Motion as it relates to Chris Sawyer has been adjourned to the hearing scheduled for March 6, 2013 at 10:00 a.m. (prevailing Eastern Time).

New York, New York  
Dated: February 12, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

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