

**United States Bankruptcy Court  
Southern District of New York**

In re California U.S. Holdings, Inc.  
Debtor

Case No. 13-10178

Chapter 11

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	11,476,803.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	1		3,699,354.00	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		10			
Total Assets			11,476,803.00		
Total Liabilities				3,699,354.00	

B6A (Official Form 6A) (12/07)

In re California U.S. Holdings, Inc.

Case No. 13-10178

Debtor

**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re California U.S. Holdings, Inc.

Case No. 13-10178

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **0.00**  
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re California U.S. Holdings, Inc.

Case No. 13-10178

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		<b>100% Ownership Interest in Atari, Inc. 475 Park Avenue South New York, NY 10016</b>	-	<b>Unknown</b>
		<b>100% Ownership Interest in Humongous, Inc. 475 Park Avenue South New York, NY 10016</b>	-	<b>Unknown</b>
		<b>100% Ownership in Game Nation 475 Park Avenue South New York, NY 10016</b>	-	<b>Unknown</b>
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			

Sub-Total > **0.00**  
(Total of this page)

Sheet 1 of 3 continuation sheets attached to the Schedule of Personal Property

In re California U.S. Holdings, Inc.

Case No. 13-10178

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			

Sub-Total > **0.00**  
(Total of this page)

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

In re California U.S. Holdings, Inc.

Case No. 13-10178

Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		<b>Intercompany Receivable - Atari S.A. 78 rue Taitbout Paris, France 75009</b>	-	<b>11,113,296.00</b>
		<b>Intercompany Receivable - Atari, Inc. 475 Park Avenue South New York, NY 10016</b>	-	<b>177,937.00</b>
		<b>Intercompany Receivable - Atari Interactive, Inc. 475 Park Avenue South New York, NY 10016</b>	-	<b>185,570.00</b>

Sub-Total > **11,476,803.00**  
(Total of this page)  
Total > **11,476,803.00**

Sheet 3 of 3 continuation sheets attached  
to the Schedule of Personal Property

(Report also on Summary of Schedules)

B6D (Official Form 6D) (12/07)

In re California U.S. Holdings, Inc.

Case No. 13-10178

Debtor

### SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor" ,include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)								
Total (Report on Summary of Schedules)							<b>0.00</b>	<b>0.00</b>

0 continuation sheets attached

In re California U.S. Holdings, Inc.

Case No. 13-10178

Debtor

## SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

**Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

**Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

**Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

**Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

**Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

**Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

**Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

**Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

**Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached



B6F (Official Form 6F) (12/07)

In re California U.S. Holdings, Inc.

Case No. 13-10178

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. <b>Intercompany</b>		-				
<b>Atari S.A.</b> 78 rue Taitbout 75009, Paris France, NE						
						<b>823,661.00</b>
Account No. <b>Intercompany</b>		-				
<b>Humongous, Inc.</b> 475 Park Avenue South New York, NY 10016						
						<b>2,875,693.00</b>
Account No.						
Account No.						
Subtotal (Total of this page)						<b>3,699,354.00</b>
Total (Report on Summary of Schedules)						<b>3,699,354.00</b>

0 continuation sheets attached

B6G (Official Form 6G) (12/07)

In re California U.S. Holdings, Inc.

Case No. 13-10178

Debtor

### SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

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Name and Mailing Address, Including Zip Code,  
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.  
State whether lease is for nonresidential real property.  
State contract number of any government contract.

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**See Exhibit G**

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\_\_\_\_\_ continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

California U.S. Holdings, Inc.  
Executory Contracts and Expired Leases  
Schedule G

Name and Mailing Address of Other Party(ies) to Contact	Contract Description	Nature of Debtor's Interest
Premium Assignment Corporation Account #18033 3522 Thomasville Road, Suite 400 Tallahassee, FL 32309	Insurance	Insurance
National Corporate Research, Ltd 10 East 40th Street, 10th Floor New York, NY 10016	Legal	Services

B6H (Official Form 6H) (12/07)

In re California U.S. Holdings, Inc.

Case No. 13-10178

Debtor

### SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

0

continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court**  
**Southern District of New York**

In re California U.S. Holdings, Inc.  
Debtor

Case No. 13-10178

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Atari S.A.</b> <b>78 rue Taitbout</b> <b>Paris, France 75009</b>	<b>Equity</b>	<b>100%</b>	

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date 3/6/13

Signature 

**Robert Mattes**  
**Chief Financial Officer**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C §§ 152 and 3571.

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court  
Southern District of New York**

In re California U.S. Holdings, Inc.

Debtor(s)

Case No. 13-10178


Chapter 11

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 12 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date 3/6/13

Signature   
**Robert Mattes**  
**Chief Financial Officer**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

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Kristine G. Manoukian

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1333 New Hampshire Avenue, N.W.  
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Telephone: (202) 887-4000  
Facsimile: (202) 887-4288  
Scott L. Alberino (*Admitted Pro Hac Vice*)

*Counsel to the Debtors and Debtors in Possession*

**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)

**CONSOLIDATED NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY  
AND DISCLAIMER REGARDING DEBTORS' SCHEDULES  
AND STATEMENTS OF FINANCIAL AFFAIRS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) have filed their respective Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “SOFAs”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). The Debtors, with the assistance of their advisors, prepared the Schedules and the SOFAs pursuant to Section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure.

The information contained in the Schedules and SOFAs is unaudited. Because the Schedules and SOFAs contain unaudited information, which is subject to further review, verification and potential adjustment, there can be no assurance that these Schedules and SOFAs are complete. While the Debtors’ management has made every reasonable effort to ensure that the Schedules and SOFAs are accurate and complete based on the information available at the time of preparation and filing, inadvertent errors or omissions may exist and the subsequent

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

receipt of information may result in material changes in financial and other data contained in these Schedules and SOFAs.

Though reasonable efforts were made by the Debtors to file complete and accurate Schedules and SOFAs, inadvertent errors or omissions may exist. The Debtors reserve all rights, but are not required, to amend and/or supplement the Schedules and SOFAs from time to time as necessary or appropriate.

**These Consolidated Notes and Statement of Limitations, Methodology and Disclaimer Regarding the Schedules and SOFAs (the “Notes”) are incorporated by reference in, and comprise an integral part of, the Schedules and SOFAs and should be referred to and reviewed in connection with any review of the applicable Schedules and SOFAs for each Debtor. The Notes and the Schedules and SOFAs should not be relied upon by any persons for information relating to current or future financial conditions, events or performance of any of the Debtors.**

The contents of these Schedules and SOFAs constitute neither a waiver of any rights or claims of the Debtors nor an admission of the existence, amount, nature or validity of potential claims against the Debtors. The Debtors reserve the right to dispute or challenge the status and amount of any claim listed on **Schedules E and F**.

The Schedules and SOFAs have been signed by Robert Mattes for all Debtors who is responsible for oversight of the Debtors in preparing the Schedules and SOFAs. In reviewing and signing the Schedules and SOFAs, Mr. Mattes necessarily relied upon the efforts, statements and representations of the Debtors’ other personnel and professionals. Mr. Mattes has not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements and representations concerning amounts owed to creditors, classification of such amounts, and creditors’ addresses.

**GLOBAL NOTES CONTROL** - In the event that the Schedules and SOFAs differ from the Notes, the Notes shall control.

**RESERVATION OF RIGHTS** – Except as set forth in the final order approving the Debtors’ post-petition debtor in possession financing provided by Alden Global Distressed Opportunities Master Fund, L.P. (the “Final DIP Order”), nothing contained in the Schedules and SOFAs or these Notes shall constitute a waiver of any Debtors’ rights or an admission with respect to their chapter 11 cases, including, but not limited to, any issues involving objections to claims, substantive consolidation, equitable subordination, defenses, characterization or recharacterization of claims or contracts, assumption or rejection of contracts under the provisions of Bankruptcy Code chapter 3 and/or causes of action arising under the provision of Bankruptcy Code chapter 5 or any other relevant applicable laws to recover assets or avoid transfers.

**CORPORATE STRUCTURE** - A description of the Debtors’ corporate structure is set forth in the Declaration of Robert Mattes, Chief Financial Officers of Atari, Inc. in Support of Chapter 11 Petitions and First Day Motions, filed on January 22, 2013.



**DESCRIPTION OF CASES** - On January 21, 2013 (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court. Pursuant to an order entered on January 24, 2013, the Debtors’ chapter 11 cases are jointly administered. Notwithstanding the joint administration of the Debtors’ chapter 11 cases, each of the Debtors has filed its own Schedules and SOFAs. 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.

**BASIS OF PRESENTATION** - The Schedules require the Debtors to report assets at current market values. Due to the difficulty in accurately determining the current market value of the Debtors’ tangible and intangible assets, including the copyrights, trademarks, domain names, and goodwill, the Debtors have reported their tangible assets on a net book value basis and listed the value of all intangible property as “unknown”. In addition, the amounts shown for total liabilities exclude items identified as “unknown” or “undetermined” and, thus, ultimate liabilities may differ materially from those stated in the Schedules and SOFAs.

For these and other reasons, the Schedules and SOFAs may not reconcile to the Debtors’ books and records recorded in accordance with International Financial Reporting Standards (“IFRS”). Furthermore, these Schedules and SOFAs do not purport to represent financial statements prepared in accordance with IFRS and do not necessarily reflect the amounts that would be set forth in a financial statement prepared in accordance with IFRS. Unlike the consolidated financial statements, these Schedules and SOFAs reflect the assets and liabilities of each separate Debtor, except where otherwise indicated.

Additionally, the Debtors have provided all known claims against third parties and projected obligations against the Debtors in their gross amounts, without giving effect to potential offsets. In some instances, the Debtors may have reported an amount owing to a third party (**Schedule E** or **F**) which is expected to be offset in whole or in part by a deposit, retainer or prepaid amount reported on **Schedule B**. The Debtors make no representation of the value ultimately realizable from or the collectability of any assets presented herein.

**ESTIMATES** - To close the books and records of the Debtors as of the Petition Date, management was required to make estimates and assumptions that affected the reported amounts of assets and liabilities. Actual results could differ from those estimates.

**CAUSES OF ACTION** - Despite their best efforts to identify all known assets as described above, the Debtors may not have set forth in their Schedules and SOFAs all of their filed or potential claims and causes of actions against, and potential recoveries from, third parties, or the values of any such claims. The Debtors reserve all rights to assert any and all such claims and causes of action, whether or not listed in these Schedules and SOFAs, and nothing contained in these Notes, the Schedules or SOFAs shall constitute a waiver of any such claims or causes of action or in any way prejudice or impair the assertion of such claims or causes of action.

**RECHARACTERIZATION** - The Debtors have made reasonable efforts to correctly characterize, classify, categorize, and designate claims, assets, liabilities, executory contracts, unexpired leases and other items reported in the Schedules and SOFAs. However, due to the complexity and size of the Debtors’ business and operations, the Debtors may have improperly characterized, classified, categorized or designated certain items. The Debtors thus reserve all of

their rights to recharacterize, reclassify, recategorize or redesignate items reported in the Schedules and SOFAs at a later time, as additional information becomes available. However, such rights are subject to the limitations placed on the Debtors in the Final DIP Order.

**CLAIMS DESCRIPTION** - Any failure to designate a claim on the Schedules as “disputed,” “contingent” and/or “unliquidated” does not constitute an admission by the Debtors that such amount is not “disputed,” “contingent” and/or “unliquidated.” The Debtors reserve all rights to (i) dispute, or assert offsets or defenses to, any claim reflected on the Schedules on any grounds, including, but not limited to, amount, liability, priority, status, description or classification or (ii) amend the Schedules to designate any claim as “disputed,” “contingent” and/or “unliquidated.” Claim amounts that could not be readily quantified by the Debtors are scheduled as “unliquidated.” The description of a claim amount as “unknown” is not intended to reflect upon the materiality of such amount.

**TOTALS** - All totals that are included in the Schedules and SOFAs represent totals of all the known amounts included in the Schedules and SOFAs and exclude items identified as “unknown” or “undetermined.” To the extent that there are unknown or undetermined amounts, the actual total may be materially different than the listed total.

**CONFIDENTIAL INFORMATION** - There may be instances in which certain information has been omitted from the Schedules and SOFAs due to the nature of an agreement between a Debtor and a third party or concerns about the confidentiality or commercially sensitive nature of certain information. There are certain instances where names, addresses, and/or other identifying information have been omitted from the Schedules and SOFAs. Due to the Debtors’ concerns for the privacy of individuals, the Debtors have deemed it appropriate to exclude such identifying information from the Schedules and SOFAs. The Debtors, however, have retained, and can make available, certain information in appropriate circumstances and to appropriate parties subject to the assurance of confidentiality.

**COURT ORDERS** - The Bankruptcy Court entered orders authorizing (but not directing) the Debtors to make payments in respect of certain prepetition claims and obligations, including, but not limited to, certain wages and employee benefits, taxes and withholdings, obligations related to certain insurance programs, including workers’ compensation, and payments to critical vendors. (See additional detail under **Schedules E and F** below). The Debtors have made and/or plan to make payments to certain creditors pursuant to these orders. Accordingly, the actual balances as of the date of the Schedules and SOFAs or subsequent dates may be less than the Petition Date balances.

**INSIDERS** - In connection with SOFAs questions 3c and 21, the Debtors identified as insiders all of Debtors’ boards members, officers, affiliate debtors, affiliate non-debtors, all board members of the affiliate companies, and BlueBay Value Recovery (Master) Fund Limited. Such individuals have been included in the SOFAs for informational purposes only. The listing of an individual as an “insider” is not intended to be, and should not be construed as, a legal characterization of such party as an “insider” and does not act as an admission of any fact, claim, right or defense, and all such rights, claims, and defenses are hereby expressly reserved. Furthermore, the Debtors do not take any position with respect to: (a) such person’s influence over the control of the Debtors; (b) the management responsibilities or functions of such individual; (c) the decision-making or corporate authority of such individual; or (d) whether such

individual could successfully argue that he or she is not an “insider” under applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose.

**INTERCOMPANY TRANSACTIONS** - The Debtors’ books and records include numerous accounts that reflect receivables from, and payables to, other Debtor entities and the Debtors’ European affiliates. The transactions that gave rise to these account balances span over a thirteen-year period in some instances. The Debtors have not performed an analysis, in a bankruptcy context, to determine if all prior transactions were properly recorded or if the resulting balances are accurate. The balances contained in the Schedules are consistent with the balances reflected in the books and records of the Debtors as of the Petition Date, unadjusted and without setoff.

**SPECIFIC NOTES** - These Notes are in addition to the specific notes set forth in the Schedules and SOFAs of the individual Debtor entities. The fact that the Debtors have prepared these Notes with respect to a particular Schedule or SOFA and not as to others does not reflect and should not be interpreted as a decision by the Debtors to exclude the applicability of such Notes to any or all of the Debtors’ remaining Schedules or SOFAs, as appropriate. Disclosure of information in one Schedule, one SOFA or an exhibit or attachment to a Schedule or SOFA, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, SOFA, exhibit or attachment.

## NOTES TO SCHEDULES

**SCHEDULE A – REAL PROPERTY** - The Debtors do not own real property.

**SCHEDULE B13 – STOCK AND INTERESTS IN INCORPORATED AND UNINCORPORATED BUSINESSES** - California U.S. Holdings, Inc. (“CUSH”) has an ownership interest in two Debtor and one non-Debtor dormant entities as detailed herein. In addition, Atari, Inc. and Atari Interactive, Inc. own a 100% interest in the non-debtor dormant entities listed in **Schedule B.13**. The Debtors have not obtained separate valuations for the non-debtor dormant entities they own, but estimate that the Debtors’ interests in such entities have no value. Accordingly, the Debtors have reported the “Current Value of Interest in Property, without Deducting any Secured Claim or Exemption,” as “\$0” in all cases.

**SCHEDULE B16 – ACCOUNTS RECEIVABLE** - **Schedule B16** for Atari, Inc. includes the net accounts receivable balance for: (i) The Digital, Mobile and Licensing segment and (ii) the Retail segment. The balances listed reflect the Debtors’ reserves for uncollectable amounts. Customers with credit balances resulting from price protection credits, product returns, or other adjustments are listed as “unliquidated” general unsecured claims on **Schedule F**.

The Debtors have retained, and can make available, detailed customer level account information in appropriate circumstances and to appropriate parties, subject to the assurance of confidentiality.

**SCHEDULE B.22 – PATENTS, COPYRIGHTS AND OTHER INTELLECTUAL PROPERTY** - Collectively, the Debtors own 577 copyrights, 116 registered trademarks, 7 patents, and 878 domain names. These assets are associated with the 619 game titles owned by the Debtors. In addition, the debtor maintains a large database of digital customers that have downloaded game titles and/or accessed the Atari web site. These intellectual property assets were either internally developed or acquired in the ordinary course of the Debtors’ business in the years preceding the bankruptcy. The books and records of the Debtors do not ascribe a fair value, or in many cases even a book value, to these intellectual property assets. **Schedule B.22** provides a detailed list of each intangible asset owned by each Debtor entity. However, due to the complexity of developing a fair value for each asset and the absence of such information in the Debtors’ books and records, the Debtors have listed the value of each intangible asset as “unknown”.

In 1999 and 2000, the Debtors’ acquired several portfolios of game titles and the related intellectual property from Accolade, Inc., GT Interactive Software, Inc., Hasbro, Inc., Hasbro U.K. Limited, and Hasbro Internet Holdings, Inc. Many of the intellectual property assets listed on Schedule B.22 were acquired in connection with these 1999 and 2000 transactions. Out of an abundance of caution, and to assist with the concurrent efforts to sell corporate assets, the Debtors recently performed a detailed chain-of-title analysis to confirm ownership of each asset. Certain of the assets on **Schedule B.22** were not specifically listed in the acquisition documents. The Debtors believe this was an oversight. In addition, some of the schedules from the original transaction documents could not be located. Notwithstanding these findings, the Debtors assert full legal title to all of the intellectual property on Schedule B.22 based on their knowledge of the historical facts and information they have received from the Patents and Trademark office and other third parties. No party has challenged the Debtors’ ownership or use of these assets since the acquisitions thirteen to fourteen years ago.

**SCHEDULE B.23 – LICENSES, FRANCHISES AND OTHER GENERAL INTANGIBLES** – The Debtors license intellectual property, including music, logos, artwork, source code and other items from third parties in connection with the development and distribution of digital, mobile and retail games. The licenses listed on **Schedule B.23** include only those license agreements wherein the Debtors are the licensees. The licenses listed on **Schedule B.23** were either assigned to the Debtors or negotiated in ordinary course of business. The books and records of the debtors do not ascribe a fair value, or in many cases even a book value, to these license agreements. Due to the complexity of developing a fair value for each license and the absence of such information in the Debtors’ books and records, the Debtors have listed the value of each license as “unknown”.

**SCHEDULE B28 – OFFICE EQUIPMENT, FURNISHINGS, AND SUPPLIES; AND SCHEDULE B29 – MACHINERY, FIXTURES, EQUIPMENT, AND SUPPLIES USED IN BUSINESS** - The Debtors maintain fixed asset registers at asset level detail. However, due to the significant length of records at asset level, **Schedules B28 and B29** provide fixed asset values by asset category. The Debtors do not have current appraisals or other valuations of its fixed assets. Accordingly, **Schedules B28 and B29** include the aggregate net book value by category location as of January 21, 2013.

**SCHEDULE D – CREDITORS HOLDING SECURED CLAIMS** – In April of 2008, Atari S.A. (f/k/a/ Infogrames Entertainment S.A.) (“Atari S.A.” or the “Parent”) as lender entered into a credit agreement with Atari, Inc. providing access to financing of up to \$20 million. Atari S.A. also obtained a lien on the assets of Atari, Inc. (excluding certain intellectual property) as security for the credit agreement. As described above, the Debtors have not assigned a value to the Debtors’ assets, including those assets that serve as collateral for Atari S.A.’s credit agreement. The Atari S.A. secured claim has been included in these schedules as an unliquidated secured claim, subject to the Committee Investigation Rights (as defined in the Final DIP Order). Furthermore, as of the Petition Date, Atari Europe SAS, as borrower, and Atari S.A., as guarantor, are party to that certain credit agreement, dated as of April 21, 2006, as amended from time to time, with BlueBay Value Recovery Fund (“Blue Bay”), as successor to the original lender, Banc of America Securities Limited (the “Parent Facility”). In April of 2009, as a condition to an increase to the commitment under the Parent Facility and extension of the maturity, Atari Inc. pledged its intellectual property rights including the exploitation rights and related brands in respect of the “Test Drive Unlimited” game. As of the Petition Date, the outstanding principal balance on the Parent Facility was EUR 21,978,966.60, plus accrued and unpaid interest. None of the Debtors are directly obligated under the Parent Facility.

**SCHEDULE E7 – TAXES AND CERTAIN OTHER DEBTS OWED TO GOVERNMENTAL UNITS** - The Debtors have included on **Schedule E7** outstanding payroll taxes due as of the Petition Date and certain delinquent franchise taxes due to various states. The payroll tax portion of these claims has been paid post-petition in accordance with the order entered by the Court regarding payment of pre-petition wages.

**SCHEDULE G – EXECUTORY CONTRACTS** - In preparing **Schedule G**, the Debtors categorized contracts by type for ease of reference only and do not intend such categorization to denote any significance. The Debtors reserve their rights to reclassify or recharacterize any and all agreements and relationships set forth on **Schedule G**.

The Debtors have attempted to provide complete lists of all agreements that might be considered executory contracts. The inclusion on **Schedule G** of any particular agreement or contract does not constitute an admission that (i) such agreement or contract is an executory contract under the Bankruptcy Code, (ii) such agreement or contract is valid and enforceable, (iii) such agreement or contract was in effect on the Petition Date, or (iv) such agreement or contract is severable or unified. The Debtors reserve all rights with respect to such agreements or contracts, including, without limitation, the right to seek or contest any characterization of any such agreements or contracts on any available basis. The Debtors will supplement **Schedule G** if they identify additional agreements that may constitute executory contracts. Omission of an agreement or contract from **Schedule G** does not constitute an admission that such omitted agreement or contract is not an executory contract. The Debtors' rights under the Bankruptcy Code with respect to any omitted agreements or contracts are not impaired by the omission.

The party name for certain contracts might not reflect name changes enacted subsequent to contract origination. The party names on **Schedule G** are as per the contract or any addenda thereto. If more than one Debtor is party to a contract, such contract is set forth on each applicable Debtor's **Schedule G**.

## NOTES TO SOFAS

**SOFA 1 – INCOME FROM EMPLOYMENT OR OPERATION OF BUSINESS - SOFA 1** includes the revenue recorded by the company in accordance with the IFRS. In the nine-month period ended 12/31/12 and fiscal year ended 3/31/12, the Debtors elected to report on a gross basis, without netting the commissions due to distributors in the retail segment. In the prior fiscal year, (ending 3/31/11) revenue is reported net of digital commissions.

**SOFA 3(b) - PAYMENTS MADE WITHIN 90 DAYS TO ANY CREDITOR; AND SOFA 3(c) - PAYMENTS MADE WITHIN ONE YEAR TO OR FOR THE BENEFIT OF CREDITORS WHO WERE INSIDERS<sup>2</sup>** - The Debtors have neither completed a reconciliation of Petition Date obligations nor compared their records to proofs of claim. Accordingly, the column entitled “Amount Still Owing” is not complete.

Due to concerns over the confidential nature of the data, **SOFA 3(b)** lists the total payroll funded for each payroll period and does not provide employee level detail. Payroll and related payments to insiders are detailed by person on **SOFA 3(c)**.

**SOFA 3(b)** and **SOFA 3(c)** do not include transfers between Debtors – intercompany transfers – within the 90-day period or one-year period, respectively. It is the position of the Debtors that such transfers are not “payments to creditors”; rather, many are transfers resulting from operation of the Debtors’ consolidated, centralized cash management system. However, the Debtors have retained and can make such information available in appropriate circumstances and to appropriate parties.

Some SOFAs do not include **SOFA 3(b)** and/or **SOFA 3(c)**. With respect to **SOFA 3(b)**, all such instances are because the Debtor had no disbursements to individual creditors in excess of the \$5,850 reporting threshold. The absence of **SOFA 3(c)** indicates that the applicable Debtor did not make any disbursements to insiders within the one-year period.

**SOFA 9 - PAYMENTS RELATED TO DEBT COUNSELING OR BANKRUPTCY** - Atari, Inc. made the payments detailed on its **SOFA 9** on behalf of all of the Debtors, as the services these professionals provided and continue to provide were and are for the benefit of all of the Debtors. Accordingly, the box labeled “None” has been checked on the **SOFA 9** of each Debtor other than Atari, Inc.

**SOFA 13 – SETOFFS** - The Debtors routinely incur setoffs resulting from ordinary course of business transactions with their vendors. This includes, but is not limited to, the Debtors’ retail customers netting price protection credits against receivable balances due to the Debtors. Such setoffs are consistent with the ordinary course practices in the Debtors’ industry. Additionally, it would be overly burdensome and costly for the Debtors to list all such normal setoffs. Therefore, **SOFA 13** excludes such setoffs.

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<sup>2</sup> As the term “insider” is defined in the Bankruptcy Code.

**SOFA 19(b) – BOOKS, RECORDS, AND FINANCIAL STATEMENTS – AUDITS WITHIN TWO YEARS** - Deloitte Touche was engaged to audit the consolidated books of Atari SA, the non-debtor parent. As such, the extent of their review of the debtor subsidiaries was determined based on their audit plan and may be limited. Deloitte was not engaged to audit the books of any debtor individually in accordance with generally accepted auditing standards.

**SOFA 19(d) – BOOKS, RECORDS, AND FINANCIAL STATEMENTS – ISSUED TO THIRD PARTIES** - Prior to filing for chapter 11 protection, the Debtors' parent company engaged in capital solicitation initiatives designed to raise capital for the consolidated group. In connection with these efforts, information was shared with potential investors that included certain accounting and financial data of the Debtors. However, it would be overly burdensome to attempt to identify the parties solicited that received information about the Debtors specifically. Accordingly, **SOFA 19(d)** excludes the parties solicited by Atari S.A. The parties listed in **SOFA 19(d)** include only the institutions and their advisors contacted to solicit DIP financing and other U.S. creditors that were sent financial information about the Debtor-operations only.

**SOFA 20(a) INVENTORIES – INVENTORIES TAKEN** - The Debtors take annual counts of their retail game inventory in the Cinram warehouse facility located in La Vergne, Tennessee, in connection with their fiscal year-end close. The last inventory was taken on or about March 31, 2012. The Debtors record an obsolescence reserve to reflect the diminished value of older game titles that are slow moving or have lost market value. As of the Petition Date, the book value of inventory was \$542,165, net of \$491,452 in obsolescence reserves.

**SOFA 24 TAX CONSOLIDATION GROUP** - Atari, Inc. and Humongous, Inc. were included in the consolidated tax return (Form 1120) of their parent company, CUSH in each of the six years prior to the Petition Date. Atari Interactive, Inc. prepared its own standalone Form 1120 during the same period. As discussed above, the Debtors' consolidate their operations into Atari, S.A. for financial reporting purposes. However, for tax purposes, Atari S.A. does not consolidate the U.S. subsidiaries. Accordingly, the only tax consolidation is between CUSH and its two U.S.-Debtor subsidiaries.