

EXHIBIT 3

DIP BUDGET

Atari, Inc., et al.
Debtor-in-Possession Facility Budget
Cash Flow Projections for the Thirteen Weeks Ending April 19, 2013

(\$000s)	Weeks Ending Friday,													13-Weeks Ending 4/19
	Week 1 1/25	Week 2 2/1	Week 3 2/8	Week 4 2/15	Week 5 2/22	Week 6 3/1	Week 7 3/8	Week 8 3/15	Week 9 3/22	Week 10 3/29	Week 11 4/5	Week 12 4/12	Week 13 4/19	
	<i>File 1/21</i>													
I. Receipts	82	838	273	306	2	493	480	218	13	40	314	79	5	3,143
II. Disbursements														
Payroll and Benefits	6	353	-	352	77	347	-	352	77	347	-	17	412	2,338
Royalties	-	20	-	-	30	100	-	-	-	-	-	-	-	150
Publishing and Marketing	130	159	85	38	62	119	42	129	9	-	24	2	4	801
Other Operating Expenses	51	345	39	104	103	206	15	48	78	15	161	20	50	1,234
	187	876	124	494	272	772	57	528	163	362	184	39	465	4,523
III. Net Investment-New Games	-	(30)	(68)	(68)	(68)	(68)	(192)	(192)	(192)	(192)	(218)	(218)	(218)	(1,722)
IV. Net Cash From Operations	(105)	(68)	81	(255)	(338)	(347)	230	(502)	(343)	(514)	(88)	(178)	(677)	(3,102)
V. Restructuring / Other	275	-	628	-	(300)	500	-	-	-	-	497	-	-	1,601
VI. Net Change in Cash b/f DIP	(380)	(68)	(547)	(255)	(38)	(847)	230	(502)	(343)	(514)	(585)	(178)	(677)	(4,703)
VII. Cash Balance														
Beginning Cash Bal. (Book)	86	1,956	1,888	1,341	1,086	1,048	201	702	200	714	200	378	200	86
Net change in Cash b/f DIP	(380)	(68)	(547)	(255)	(38)	(847)	230	(502)	(343)	(514)	(585)	(178)	(677)	(4,703)
DIP Draw/(Paydown)	2,250	-	-	-	-	-	270	-	856	-	763	-	895	5,035
Ending Cash Bal. (Book)	1,956	1,888	1,341	1,086	1,048	201	702	200	714	200	378	200	418	418
Add: Estimated O/S Checks	50	50	50	50	50	50	50	50	50	50	50	50	50	50
Ending Cash Bal. (Bank)	2,006	1,938	1,391	1,136	1,098	251	752	250	764	250	428	250	468	468
VIII. DIP Facility Balance														
Beginning DIP Facility Bal.	-	2,250	2,250	2,250	2,250	2,259	2,259	2,530	2,530	3,396	3,396	4,159	4,159	-
Interest Accrual	-	-	-	-	9	-	-	-	10	-	-	-	16	35
Draws / (Paydowns)	2,250	-	-	-	-	-	270	-	856	-	763	-	895	5,035
Ending DIP Facility Bal.	\$ 2,250	\$ 2,250	\$ 2,250	\$ 2,250	\$ 2,259	\$ 2,259	\$ 2,530	\$ 2,530	\$ 3,396	\$ 3,396	\$ 4,159	\$ 4,159	\$ 5,070	\$ 5,070