

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re Atari, Inc., et al.

Debtor [a]

Case No. 13-10176

Reporting Period: 05/01/13-05/31/13

Federal Tax I.D. # 13-3689915

CORPORATE MONTHLY OPERATING REPORT

File with the Court and submit a copy to the United States Trustee within 20 days after the end of the month and submit a copy of the report to any official committee appointed in the case.

(Reports for Rochester and Buffalo Divisions of Western District of New York are due 15 days after the end of the month, as are the reports for Southern District of New York.)

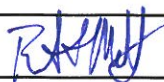
REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts and Disbursements	MOR-1	Yes	
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1 (CON'T)	Yes	
Copies of bank statements		[b]	
Cash disbursements journals	MOR-1 (CON'T)	Yes	
Statement of Operations	MOR-2	Yes	
Balance Sheet	MOR-3	Yes	
Status of Post-petition Taxes	MOR-4	Yes	
Copies of IRS Form 6123 or payment receipt		n/a	
Copies of tax returns filed during reporting period		n/a	
Summary of Unpaid Post-petition Debts	MOR-4	Yes	
Listing of Aged Accounts Payable	MOR-4 (CON'T)	Yes	
Accounts Receivable Reconciliation and Aging	MOR-5	Yes	
Taxes Reconciliation and Aging	MOR-5	n/a	
Payments to Insiders and Professional	MOR-6	Yes	
Post Petition Status of Secured Notes, Leases Payable	MOR-6	Yes	
Debtor Questionnaire	MOR-7	Yes	

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

Signature of Debtor

Date

Signature of Authorized Individual*



Date

6/17/2013

Printed Name of Authorized Individual: Robert Mattes

Date

6/17/2013

*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

[a] Debtors include Atari, Inc. (13-10176), Atari Interactive, Inc. (13-10177), California U.S. Holdings, Inc. (10-10178), and Humongous, Inc. (13-10179). All results reported on a consolidated basis herein. Cash Disbursements by Debtor are detailed on MOR-1(A) for United States Trustee Fee calculation purposes.

[b] Available upon request

In re Atari, Inc., et al.

Debtor

Case No. 13-10176

Reporting Period: 5/1/13-5/31/13

SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

Amounts reported should be from the debtor's books and not the bank statement. The beginning cash should be the ending cash from the prior month or, if this is the first report, the amount should be the balance on the date the petition was filed. The amounts reported in the "CURRENT MONTH - ACTUAL" column must equal the sum of the bank account columns. Attach copies of the bank statements and cash disbursements journal. The total disbursements listed in the disbursements journal must equal the total disbursements reported on the page. A bank reconciliation must be attached for each account. [See MOR-1 (CONT)]

ACCOUNT NUMBER (LAST 4)	BANK ACCOUNTS									CURRENT MONTH ACTUAL (TOTAL OF ALL ACCOUNTS)
	Atari, Inc. Operating #4601	Atari Payroll #4903	Atari, Inc. Payroll #3664	Atari, Inc. Money Mkt #7283	Atari, Inc. Lockbox #9898	Atari, Inc. Payroll (CA) #1153	Atari Interactive, Inc. Operating #4657	Humongous, Inc. Operating #5253		
CASH BEGINNING OF MONTH	\$ 4,866	\$ 11,628	\$ 200	\$ 2,280,613	\$ 256	\$ 3,733	\$ 7,929	\$ 4,252	\$	2,313,478
RECEIPTS										
CASH SALES	-	-	-	-	-	-	-	-	-	-
ACCOUNTS RECEIVABLE - PREPETITION	151,012	-	-	-	-	-	-	-	-	151,012
ACCOUNTS RECEIVABLE - POSTPETITION	1,137,611	-	-	-	13,250	-	-	-	-	1,150,861
LOANS AND ADVANCES	-	-	-	-	-	-	-	-	-	-
SALE OF ASSETS	-	-	-	-	-	-	-	-	-	-
OTHER (ATTACH LIST)	17,887	-	-	85	-	-	5,060	-	-	23,032
TRANSFERS (FROM DIP ACCTS)	1,417,952	449,165	-	807,000	3,106	-	35,000	-	-	2,712,223
TOTAL RECEIPTS	2,724,462	449,165	-	807,085	16,356	-	40,060	-	-	4,037,128
DISBURSEMENTS										
NET PAYROLL	-	257,662	-	-	-	-	-	-	-	257,662
PAYROLL TAXES	-	189,005	-	-	-	-	-	-	-	189,005
SALES, USE, & OTHER TAXES	150	-	-	-	-	-	-	-	-	150
INVENTORY PURCHASES / PROD. DEVELOPMENT COSTS	114,296	-	-	-	-	-	-	-	-	114,296
SECURED/ RENTAL/ LEASES	37,999	-	-	-	-	-	-	-	-	37,999
INSURANCE (INCLUDING EE BENEFITS)	57,303	-	-	-	-	-	-	-	-	57,303
ADMINISTRATIVE	65,716	1,736	-	-	-	-	1,531	-	-	68,983
SELLING	29,135	-	-	-	-	-	1,386	-	-	30,521
OTHER (ATTACH LIST)	23,796	-	-	-	3,106	-	596	-	-	27,497
OWNER DRAW *	-	-	-	-	-	-	-	-	-	-
TRANSFERS (TO DIP ACCTS)	1,294,271	-	-	1,405,000	12,952	-	-	-	-	2,712,223
PROFESSIONAL FEES	1,077,185	-	-	-	-	-	40,831	-	-	1,118,017
U.S. TRUSTEE QUARTERLY FEES	-	-	-	-	-	-	-	-	-	-
COURT COSTS	-	-	-	-	-	-	-	-	-	-
TOTAL DISBURSEMENTS	2,699,851	448,403	-	1,405,000	16,058	-	44,344	-	-	4,613,657
NET CASH FLOW (RECEIPTS LESS DISBURSEMENTS)	24,611	762	-	(597,915)	298	-	(4,285)	-	-	(576,529)
CASH - END OF MONTH	\$ 29,477	\$ 12,390	\$ 200	\$ 1,682,698	\$ 554	\$ 3,733	\$ 3,645	\$ 4,252	\$	1,736,949

* COMPENSATION TO SOLE PROPRIETORS FOR SERVICES RENDERED TO BANKRUPTCY ESTATE

OTHER RECEIPTS										
Purchase Mac- Employee	250	-	-	-	-	-	-	-	-	250
Reimbursement-Sony Music	3,307	-	-	-	-	-	-	-	-	3,307
Reimbursement-LA Office Closure	3,128	-	-	-	-	-	-	-	-	3,128
Interest Income	-	-	-	85	-	-	-	-	-	85
Tax Refund- NY	11,202	-	-	-	-	-	5,060	-	-	16,261
TOTAL OTHER RECEIPTS	17,887	-	-	85	-	-	-	-	-	23,032
OTHER DISBURSEMENTS										
401k	23,796	-	-	-	-	-	-	-	-	23,796
Bank Fee	-	-	-	-	3,106	-	596	-	-	3,701
TOTAL OTHER DISBURSEMENTS	23,796	-	-	-	3,106	-	596	-	-	27,497

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BANK RECONCILIATIONS
Continuation Sheet for MOR-1

A bank reconciliation must be included for each bank account. The debtor's bank reconciliation may be substituted for this page.
(Bank account numbers may be redacted to last four numbers.)

	Atari, Inc. Operating #4601	Atari Payroll #4903	Atari, Inc. PayPal #7664	Atari, Inc. Money 10k #7752	Atari, Inc. Lockbox #9898	Atari, Inc. Payroll (CA) #1153	Atari Interactive, Inc. Operating #4657	Humongous, Inc. Operating #5253	Total
BALANCE PER BOOKS	\$ 29,477	\$ 12,390	\$ 200	\$ 1,682,698	\$ 554	\$ 3,733	\$ 3,645	\$ 4,252	\$ 1,736,949
BANK BALANCE	112,146	16,223	200	1,682,698	554	3,733	9,033	4,252	1,828,839
(+) DEPOSITS IN TRANSIT (ATTACH LIST)	-	-	-	-	-	-	-	-	-
(-) OUTSTANDING CHECKS (ATTACH LIST):	82,669	3,833	-	-	-	-	5,388	-	91,890
OTHER (ATTACH EXPLANATION)	-	-	-	-	-	-	-	-	-
ADJUSTED BANK BALANCE *	\$ 29,477	\$ 12,390	\$ 200	\$ 1,682,698	\$ 554	\$ 3,733	\$ 3,645	\$ 4,252	\$ 1,736,949

*"Adjusted Bank Balance" must equal "Balance per Books"

\$

(U)

DEPOSITS IN TRANSIT	Date	Amount
None		
CHECKS OUTSTANDING	Chk #	Amount
HUDSON VALLEY COMPU	531157	2,000
EMPLOYEE	531170	293
EMPLOYEE	531190	374
EMPLOYEE	531194	251
BLUEHORNET NETWORKS	531198	5,495
EDGECAST NETWORKS,	531199	844
FIBERMEDIA GROUP, L	531201	3,117
FISH & RICHARDSON P	531202	838
GOOGLE, INC.	531203	88
HUDSON VALLEY COMPU	531204	10,066
HYATT LEGAL PLANS,	531205	117
LAW OFFICE OF CHUN	531206	595
OHM SYSTEMS, INC.	531209	4,800
OPTUMHEALTH FINANCE	531211	133
SUN LIFE ASSURANCE	531212	1,573
TELEPACIFIC COMMUNI	531213	456
UNITED HEALTHCARE	531214	7,978
UNITED PARCEL SERVI	531215	1,558
VISION SERVICE PLAN	531216	112
CINRAM GROUP, LLC	531222	2,209
DORSEY & WHITNEY LL	531223	6,761
EDGECAST NETWORKS,	531224	13,057
FLUKE ENTERTAINMENT	531225	268
EMPLOYEE	531226	625
HUDSON VALLEY COMPU	531227	3,916
MATTHEW LABUNKA	531229	1,398
NETNAMES USA	531230	8,621
OHM SYSTEMS, INC.	531231	4,800
SYMANTEC CORP	531232	327
TOTAL - OPERATING		82,669
TOTAL - PAYROLL-CA		-
EMPLOYEE	7044	3,127
FSA CLAIM	100093	35
FSA CLAIM	100095	355
FSA CLAIM	100096	195
FSA CLAIM	100097	120
TOTAL - PAYROLL-NYC		3,833
VICTOR VARGAS-VALEN	207717	590
CHINA SINDA INTELLE	207719	2,296
STAINLESS GAMES LTD	207720	418
GEORGE WIDJOJO & PA	207721	2,035
DIGITAL ECLIPSE SOF	207722	8
ARTECH DIGITAL ENTE	207724	41
TOTAL - INTERACTIVE		5,388

OTHER

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CASH DISBURSEMENTS JOURNAL

Continuation Sheet for MOR-1

A cash disbursements journal must be included. The total disbursements listed in the disbursements journal must equal the total disbursements (less transfers to other DIP accounts) reported on the Cash Receipts and Disbursements Schedule.

Payee	Check / Wire No.	Date	Amount
475 BUILDING COMPAN	80007892	05/02/13	26,843
ABU-GHAZALEH INTELL	20001955	05/28/13	1,620
EMPLOYEE	80007913	05/23/13	4,602
EMPLOYEE	80007928	05/31/13	1,592
ADP (Payroll/Taxes/Fees)	EFT	Various	448,403
401K	EFT	Various	23,796
JP Morgan (Bank Fees)	EFT	Various	3,701
AKIN GUMP STRAUSS H	80007910	05/20/13	374,882
AMEX-Employee T&E	80007893	05/02/13	10,099
ARTECH DIGITAL ENTE	207724	05/30/13	41
BABEL MEDIA LTD	80007907	05/16/13	9,264
BAKER & MCKENZIE	20001951	05/02/13	200
BAKER & MCKENZIE	80007899	05/02/13	8,489
BEANSTALK GROUP LLC	531182	05/16/13	501
BEANSTALK GROUP LLC	531183	05/16/13	118
EMPLOYEE	80007914	05/23/13	6,535
EMPLOYEE	80007929	05/31/13	1,159
BLUEHORNET NETWORKS	531184	05/16/13	5,495
BLUEHORNET NETWORKS	531198	05/23/13	5,495
BMC GROUP, INC.	80007924	05/30/13	54,776
BRACEWELL & GIULIAN	80007901	05/10/13	93,986
CABINET RATHEAUX	80007897	05/02/13	11,680
CABINET RATHEAUX	80007926	05/30/13	3,999
EMPLOYEE	531163	05/09/13	613
CENTURYLINK QCC	531164	05/09/13	4,556
CHLIC	531165	05/09/13	3,584
CHRIS SAWYER	20001962	05/30/13	138
CINRAM GROUP, LLC	531166	05/09/13	293
CINRAM GROUP, LLC	531185	05/16/13	4,340
CINRAM GROUP, LLC	531222	05/30/13	2,209
COGENT COMMUNICATIO	531186	05/16/13	900
COHEN BROTHERS REAL	531153	05/02/13	725
COOLEY LLP	80007911	05/20/13	249,373
CRYPTIC STUDIOS, IN	80007919	05/28/13	5,484
CUSTODIO DE ALMEIDA	20001956	05/28/13	810
EMPLOYEE	80007915	05/23/13	5,309
DIGITAL ECLIPSE SOF	207722	05/16/13	8
DORSEY & WHITNEY LL	531187	05/16/13	21,814
DORSEY & WHITNEY LL	531223	05/30/13	6,761
DUFF & PHELPS, LLC	80007912	05/20/13	24,503
EDGECAST NETWORKS,	531199	05/23/13	844
EDGECAST NETWORKS,	531224	05/30/13	13,057
ELENA BELIAEVA, NIN	20001952	05/10/13	2,050
ENTERTAINMENT SOFTW	80007908	05/16/13	3,125
EPIC GAMES, INC.	80007920	05/28/13	2,730
EQUITY MANAGEMENT I	531154	05/02/13	350
EQUITY MANAGEMENT I	531155	05/02/13	538
EXTOL INTERNATIONAL	531200	05/23/13	1,693
FIBERMEDIA GROUP, L	531201	05/23/13	3,117
FISH & RICHARDSON P	531202	05/23/13	838
FLUIK ENTERTAINMENT	531225	05/30/13	268
GAME CENTER GROUP,	80007921	05/28/13	6,075
GEORGE WIDJOJO & PA	207721	05/10/13	2,035
EMPLOYEE	531226	05/30/13	625

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CASH DISBURSEMENTS JOURNAL

Continuation Sheet for MOR-1

A cash disbursements journal must be included. The total disbursements listed in the disbursements journal must equal the total disbursements (less transfers to other DIP accounts) reported on the Cash Receipts and Disbursements Schedule.

Payee	Check / Wire No.	Date	Amount
GOOGLE, INC.	531203	05/23/13	88
GPPG, LLC	531156	05/02/13	2,194
HUDSON FIBER NETWORK	531168	05/09/13	2,247
HUDSON VALLEY COMPU	531157	05/02/13	2,000
HUDSON VALLEY COMPU	531204	05/23/13	10,066
HUDSON VALLEY COMPU	531227	05/30/13	3,916
HYATT LEGAL PLANS,	531205	05/23/13	117
IBOU.FR	80007927	05/30/13	1,066
INTELS GROUP S.A.	20001957	05/28/13	8,774
INTELS, UAB LITHUANIA	20001953	05/17/13	3,290
INTERACTIVE GAME GR	80007909	05/16/13	18,353
EMPLOYEE	80007902	05/10/13	1,502
EMPLOYEE	531189	05/16/13	154
EMPLOYEE	80007916	05/23/13	3,144
KONICA MINOLTA	531169	05/09/13	624
EMPLOYEE	531141	04/26/13	(374)
EMPLOYEE	531170	05/09/13	293
EMPLOYEE	531190	05/16/13	374
KROME STUDIOS INC.	531158	05/02/13	1,233
LAW OFFICE OF CHUN	531206	05/23/13	595
EMPLOYEE	531228	05/30/13	12
MAILFINANCE INC.	531171	05/09/13	588
MAMO TCV ADVOCATES	20001960	05/29/13	12,326
EMPLOYEE	531229	05/30/13	1,398
MCGRAW COMMUNICATIO	531191	05/16/13	1,220
MERCEDES-BENZ ACCES	80007903	05/10/13	628
MICROSOFT CORPORATI	80007922	05/28/13	2,106
MY MEDIABOX	531207	05/23/13	1,100
NATIONAL BENEFIT LI	531192	05/16/13	234
NETNAMES USA	531208	05/23/13	6,677
NETNAMES USA	531230	05/30/13	8,621
NEW MOMENTUM, INC.	531193	05/16/13	7,417
NIXON PEABODY LLP	531172	05/09/13	7,710
OHM SYSTEMS, INC.	531173	05/09/13	4,800
OHM SYSTEMS, INC.	531209	05/23/13	4,800
OHM SYSTEMS, INC.	531231	05/30/13	4,800
OLSHAN FROME WOLOSK	531174	05/09/13	538
OLSHAN FROME WOLOSK	531210	05/23/13	292
OPTUMHEALTH FINANCI	531211	05/23/13	133
PATENTNA PISARNA D.O.O.	20001954	05/17/13	1,460
PATENTSERVIS PRAHA	20001961	05/30/13	2,796
PATPOL	20001958	05/28/13	5,470
EMPLOYEE	80007917	05/23/13	3,343
PERANI & PARTNERS S	80007898	05/02/13	204
PERELLA WEINBERG PA	80007904	05/10/13	80,028
PREMIUM ASSIGNMENT	80007891	05/02/13	3,072
PROTIVITI INC	80007905	05/10/13	109,505
QUANTIC DREAM	80007925	05/30/13	1,152
RACKSPACE MANAGED H	80007894	05/02/13	34,511
RECALL TOTAL INFORM	207723	05/16/13	1,531
EMPLOYEE	531194	05/16/13	251
EMPLOYEE	80007918	05/23/13	4,532
EMPLOYEE	80007930	05/31/13	1,325
EMPLOYEE	531159	05/02/13	100

In re Atari, Inc., et al.
DebtorCase No. 13-10176
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Continuation Sheet for MOR-1

A cash disbursements journal must be included. The total disbursements listed in the disbursements journal must equal the total disbursements (less transfers to other DIP accounts) reported on the Cash Receipts and Disbursements Schedule.

Payee	Check / Wire No.	Date	Amount
SONY CORPORATION	20001959	05/28/13	780
SONY DISC	531175	05/09/13	136
STAINLESS GAMES LTD	207720	05/02/13	418
SUN LIFE ASSURANCE	531212	05/23/13	1,573
SYMANTEC CORP.	531160	05/02/13	327
SYMANTEC CORP.	531232	05/30/13	327
TELEPACIFIC COMMUNI	531213	05/23/13	456
EMPLOYEE	531233	05/30/13	1,596
TRANSAMERICA FINANC	80007895	05/02/13	4,479
TRANSAMERICA FINANC	80007923	05/28/13	4,479
TREASURER OF STATE	80007900	05/08/13	150
UAB ON5	80007896	05/02/13	28,800
UNITED HEALTHCARE	531214	05/23/13	7,978
UNITED PARCEL SERVI	531177	05/09/13	1,595
UNITED PARCEL SERVI	531215	05/23/13	1,558
UNITED STATES POSTA	531178	05/09/13	300
VERIZON (MAIN)	531195	05/16/13	1,674
VISION SERVICE PLAN	531216	05/23/13	112
VITAL RECORDS INC	531217	05/23/13	1,162
VOLKSWAGEN AG	80007906	05/10/13	325
WEEKS-LERMAN GROUP	531179	05/09/13	86
WEEKS-LERMAN GROUP	531218	05/23/13	457
WESTWOOD TERRACE, L	531196	05/16/13	9
WILLIAM B MEYER INC	531219	05/23/13	2,126
EMPLOYEE	531180	05/09/13	155
Total Disbursements During Period			<u>\$ 1,901,434</u>

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MOR-1(A)
Case No. 13-10176
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SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

Amounts reported should be from the debtor's books and not the bank statement. The beginning cash should be the ending cash from the prior month or, if this is the first report, the amount should be the balance on the date the petition was filed. The amounts reported in the "CURRENT MONTH - ACTUAL" column must equal the sum of the four bank account columns. Attach copies of the bank statements and the cash disbursements journal. The total disbursements listed in the disbursements journal must equal the total disbursements reported on this page. A bank reconciliation must be attached for each account. [See MOR-1 (CON'T)]

THE FOLLOWING SECTION MUST BE COMPLETED

DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES: (FROM CURRENT MONTH ACTUAL COLUMN)

Atari, Inc.	CURRENT MONTH	QUARTER TO DATE
TOTAL DISBURSEMENTS	\$ 4,569,312	\$ 10,673,880
LESS: TRANSFERS TO OTHER DEBTOR IN POSSESSION ACCOUNTS	2,712,223	7,085,878
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	-
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	1,857,089	3,588,002

Atari Interactive, Inc.	CURRENT MONTH	QUARTER TO DATE
TOTAL DISBURSEMENTS	44,344	59,898
LESS: TRANSFERS TO OTHER DEBTOR IN POSSESSION ACCOUNTS	-	-
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	-
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	44,344	59,898

California U.S. Holdings, Inc.	CURRENT MONTH	QUARTER TO DATE
TOTAL DISBURSEMENTS	-	-
LESS: TRANSFERS TO OTHER DEBTOR IN POSSESSION ACCOUNTS	-	-
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	-
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	-	-

Humongous, Inc.	CURRENT MONTH	QUARTER TO DATE
TOTAL DISBURSEMENTS	-	749
LESS: TRANSFERS TO OTHER DEBTOR IN POSSESSION ACCOUNTS	-	-
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	-
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	-	749

Atari, Inc., et al. (Consolidated)	CURRENT MONTH	QUARTER TO DATE
TOTAL DISBURSEMENTS	4,613,657	10,734,526
LESS: TRANSFERS TO OTHER DEBTOR IN POSSESSION ACCOUNTS	2,712,223	7,085,878
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	-
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	\$ 1,901,434	\$ 3,648,648

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STATEMENT OF OPERATIONS (Income Statement)
reported in thousands (000's)

The Statement of Operations is to be prepared on an accrual basis. The accrual basis of accounting recognizes revenue when it is realized and expenses when they are incurred, regardless of when cash is actually received or paid.

REVENUES	MONTH	CUMULATIVE -FILING TO DATE
Gross Revenues	\$ 1,216	\$ 7,279
Less: Returns and Allowances	8	178
Net Revenue	1,208	7,101
COST OF GOODS SOLD		
Beginning Inventory	n/a	n/a
Add: Purchases	n/a	n/a
Add: Cost of Labor	n/a	n/a
Add: Other Costs (<i>attach schedule</i>)	n/a	n/a
Less: Ending Inventory	n/a	n/a
Cost of Goods Sold	541	3,237
Gross Profit	667	3,864
OPERATING EXPENSES		
Advertising	6	47
Auto and Truck Expense	-	-
Bad Debts	0	172
Contributions	-	-
Employee Benefits Programs	6	29
Officer/Insider Compensation*	-	-
Insurance	33	147
Management Fees/Bonuses	-	-
Office Expense	8	22
Pension & Profit-Sharing Plans	-	-
Repairs and Maintenance	-	-
Rent and Lease Expense	30	229
Salaries/Commissions/Fees	389	2,408
Supplies	-	-
Taxes - Payroll [a]	-	-
Taxes - Real Estate	-	-
Taxes - Other	-	-
Travel and Entertainment	14	51
Utilities	64	257
Other (<i>attach schedule</i>)	204	759
Total Operating Expenses Before Depreciation	755	4,123
Depreciation/Depletion/Amortization	63	3,761
Net Profit (Loss) Before Other Income & Expenses	(151)	(4,019)
OTHER INCOME AND EXPENSES		
Other Income (<i>attach schedule</i>)	-	-
Interest Expense	17	70
Other Expense (<i>attach schedule</i>)	195	853
Net Profit (Loss) Before Reorganization Items	(363)	(4,942)

REORGANIZATION ITEMS		
Professional Fees	849	4,715
U. S. Trustee Quarterly Fees	-	10
Interest Earned on Accumulated Cash from Chapter 11 <i>(see continuation sheet)</i>	-	-
Gain (Loss) from Sale of Equipment	-	-
Other Reorganization Expenses <i>(attach schedule)</i>	-	-
Total Reorganization Expenses	849	4,725
Income Taxes	-	-
Net Profit (Loss)	\$ (1,211)	\$ (9,668)

[a] Payroll taxes are included in the Salaries line item.

**Insider" is defined in 11 U.S.C. Section 101(31).

BREAKDOWN OF "OTHER" CATEGORIES

OTHER COSTS

None	\$ -	\$ -
TOTAL OTHER COSTS	\$ -	\$ -

OTHER OPERATIONAL EXPENSES

Research and Development	47	127
Bank Fees	-	7
Distribution Costs	12	29
Consulting	31	147
Legal Fees	103	373
Reversal of Income Tax Receivable	-	8
Accounting Fees	12	68
TOTAL OTHER OPERATIONAL EXPENSES	\$ 204	\$ 759

OTHER INCOME

	\$ -	\$ -
	-	-
TOTAL OTHER INCOME	\$ -	\$ -

OTHER EXPENSES

Foreign Exchange Conversion (Gain) / Loss	(0)	4
Amortization	195	848
TOTAL OTHER EXPENSES	\$ 195	\$ 853

OTHER REORGANIZATION EXPENSES

None	\$ -	\$ -
TOTAL OTHER REORGANIZATION EXPENSES	\$ -	\$ -

Reorganization Items - Interest Earned on Accumulated Cash from Chapter 11:

Interest earned on cash accumulated during the chapter 11 case, which would not have been earned but for the bankruptcy proceeding, should be reported as a reorganization item.

In re Atari, Inc., et al.
Debtor

Case No. 13-10176
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BALANCE SHEET
reported in thousands (000's)

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from post-petition obligations.

ASSETS	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF PRIOR REPORTING MONTH	BOOK VALUE ON PETITION DATE OR SCHEDULED
CURRENT ASSETS			
Unrestricted Cash and Equivalents	\$ 1,737	\$ 2,313	\$ 751
Restricted Cash and Cash Equivalents (see continuation sheet)	-	-	-
Accounts Receivable (Net)	502	1,152	2,842
Notes Receivable	-	-	-
Inventories	134	350	542
Prepaid Expenses	33	38,542	56
Professional Retainers	-	-	-
Other Current Assets (attach schedule)[a]	359	359	489
TOTAL CURRENT ASSETS	2,765	4,214	4,680
PROPERTY & EQUIPMENT			
Real Property and Improvements	-	-	-
Machinery and Equipment	-	-	-
Furniture, Fixtures and Office Equipment	18,111	18,110.80	18,104.51
Leasehold Improvements	19	19	19
Vehicles	-	-	-
Less: Accumulated Depreciation	(17,911)	(17,896)	(17,851)
TOTAL PROPERTY & EQUIPMENT	219	233	272
OTHER ASSETS			
Amounts due from Insiders*	25,324	25,344	25,294
Other Assets (attach schedule)	3,566	3,513	6,976
TOTAL OTHER ASSETS	28,890	28,857	32,270
TOTAL ASSETS	31,874	33,304	37,222
LIABILITIES AND OWNER EQUITY	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF PRIOR REPORTING MONTH	BOOK VALUE ON PETITION DATE
LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)			
Accounts Payable [b]	1,662	1,306	113
Taxes Payable (refer to FORM MOR-4)	-	-	-
Wages Payable	33	50	58
Notes Payable	-	-	-
Rent / Leases - Building/Equipment	97	99	105
Secured Debt / Adequate Protection Payments	2,071	2,053	-
Professional Fees	1,556	1,950	-
Amounts Due to Insiders*	-	-	-
Other Post-petition Liabilities (attach schedule)	1,138	1,123	288
TOTAL POST-PETITION LIABILITIES	6,557	6,581	564
LIABILITIES SUBJECT TO COMPROMISE (Pre-Petition)			
Secured Debt	-	-	-
Priority Debt	229	292	525
Unsecured Debt	322,470	322,603	323,848
TOTAL PRE-PETITION LIABILITIES	322,699	322,895	324,373
TOTAL LIABILITIES	329,257	329,476	324,937
OWNERS' EQUITY			
Capital Stock	1,178,126	1,178,126	1,178,126
Additional Paid-In Capital	-	-	-
Partners' Capital Account	-	-	-
Owner's Equity Account	-	-	-
Retained Earnings - Pre-Petition [a]	(1,465,841)	(1,465,841)	(1,465,841)
Retained Earnings - Post-petition	(9,668)	(8,456)	-
Adjustments to Owner Equity (attach schedule)	-	-	-
Post-petition Contributions (attach schedule)	-	-	-
NET OWNERS' EQUITY	(297,383)	(296,171)	(287,715)
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ 31,874	\$ 33,304	\$ 37,222

[a] Prior period adjustment made of \$1.95 million to reflect Debtor intangibles previously recorded as a top side entry at a parent company level.

[b] The difference between the A/P balance reported above and the amount on Schedule MOR-4 is \$432K which represents additional accruals.

**"Insider" is defined in 11 U.S.C. Section 101(31).

BALANCE SHEET - continuation section

ASSETS	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE ON PETITION DATE
Other Current Assets			
Security Deposits	259	259	282
Royalty Receivable	100	100	200
Tax Receivable	-	-	7
Other Assets			
Intangibles (Capitalized Development Costs / Trademarks) [a]	3,566	3,513	6,976
LIABILITIES AND OWNER EQUITY	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE ON PETITION DATE
Other Post-petition Liabilities			
Deferred Revenue (GAAP)	179	221	288
Royalty Payable	959	902	-
Adjustments to Owner's Equity			
Post-Petition Contributions			

Restricted Cash: Cash that is restricted for a specific use and not available to fund operations.
Typically, restricted cash is segregated into a separate account, such as an escrow account.

In re Atari, Inc., et al.

Debtor

Case No. 13-10176

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STATUS OF POST-PETITION TAXES

The beginning tax liability should be the ending liability from the prior month or, if this is the first report, the amount should be zero.

Attach photocopies of IRS Form 6123 or payment receipt to verify payment or deposit of federal payroll taxes.

Attach photocopies of any tax returns filed during the reporting period.

Federal	Beginning Tax	Amount Withheld and/or Accrued	Amount Paid	Date Paid	Check # or EFT	Ending Tax
Withholding	\$ -	\$ 85,808	\$ 85,808	Various	[a]	\$ -
FICA-Employee	-	32,669	32,669	Various	[a]	-
FICA-Employer	-	32,669	32,669	Various	[a]	-
Unemployment	-	3	3	Various	[a]	-
Income	-	-	-			-
Other: Franchise Tax	-	-	-	Various	[a]	-
Total Federal Taxes	-	151,149	151,149	Various	[a]	-
State and Local						
Withholding	-	36,041	36,041	Various	[a]	-
Sales	-	-	-			-
Excise	-	-	-			-
Unemployment	-	1,815	1,815	Various	[a]	-
Real Property	-	-	-			-
Personal Property	-	-	-			-
Other:	-	-	-			-
Total State and Local	-	37,856	37,856	Various	[a]	-
Total Taxes						
	\$ -	\$ 189,005	\$ 189,005	Various	[a]	\$ -

[a] Various

SUMMARY OF UNPAID POST-PETITION DEBTS

Attach aged listing of accounts payable. See MOR-4 (CONT)

	Number of Days Past Due						Total
	Current	0-30	31-60	61-90	Over 91		
Accounts Payable	\$ 524,831	\$ 289,032	\$ 395,149	\$ 20,000	\$ -	\$ -	\$ 1,229,011
Wages Payable	32,748	-	-	-	-	-	32,748
Taxes Payable	-	-	-	-	-	-	-
Rent/Leases-Building	97,309	-	-	-	-	-	97,309
Rent/Leases-Equipment	-	-	-	-	-	-	-
Secured Debt/Adequate Protection Payments	2,070,501	-	-	-	-	-	2,070,501
Professional Fees	1,556,347	-	-	-	-	-	1,556,347
Amounts Due to Insiders	-	-	-	-	-	-	-
Other: Royalties Payable	959,397	-	-	-	-	-	959,397
Other:	-	-	-	-	-	-	-
Total Post-petition Debts	\$ 5,241,133	\$ 289,032	\$ 395,149	\$ 20,000	\$ -	\$ -	\$ 5,945,313

Explain how and when the Debtor intends to pay any past due post-petition debts.

All past due amounts have been paid as of the date of this report with the exception of professional fees related to bankruptcy [regular and 20% hold back] & one invoice submitted on 05/29 that is pending approval.

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Debtor

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SUMMARY OF UNPAID POST-PETITION DEBTS
Continuation Sheet for MOR-4
Attach aged listing of accounts payable.

Vendor		Vendor No.	Invoice No.	Due Date	Category	Amount
AKIN GUMP STRAUSS H	[a]	18748	1471168	04/19/13	Restructuring (HOLD)	\$ 72,455
AKIN GUMP STRAUSS H	[a]	18748	1471168C	04/19/13	Restructuring (HOLD)	\$ (1,180)
AKIN GUMP STRAUSS H	[a]	18748	1476940	05/22/13	Restructuring (HOLD)	\$ 92,575
AKIN GUMP STRAUSS H		18748	1481662	06/19/13	Restructuring	\$ 207,210
BABEL MEDIA LTD		17135	21903	06/29/13	Other Product Development	\$ 9,240
BMC GROUP, INC.	[a]	18737	316130331	04/30/13	Restructuring (HOLD)	\$ 13,869
BMC GROUP, INC.	[a]	18737	316130430	06/14/13	Restructuring (HOLD)	\$ 975
CENTURYLINK QCC		10268	1261867428	06/11/13	Utilities	\$ 2,278
CINRAM GROUP, LLC		9181	7011493	05/14/13	Distribution & Freight	\$ 232
CINRAM GROUP, LLC		9181	7011862	06/04/13	Distribution & Freight	\$ 100
CINRAM GROUP, LLC		9181	7011045	06/14/13	Distribution & Freight	\$ 8
CINRAM GROUP, LLC		9181	7011208	06/21/13	Distribution & Freight	\$ 77
CINRAM GROUP, LLC		9181	7011324	06/26/13	Distribution & Freight	\$ 923
CINRAM GROUP, LLC		9181	7011510	06/28/13	Distribution & Freight	\$ 134
CINRAM GROUP, LLC		9181	7011611	07/05/13	Distribution & Freight	\$ 679
CINRAM GROUP, LLC		9181	7011784	07/13/13	Distribution & Freight	\$ 745
CINRAM GROUP, LLC		9181	7011865	07/19/13	Distribution & Freight	\$ 350
CODE MYSTICS INC.		18073	81269A1303PO	05/15/13	Royalty	\$ 2,407
COOLEY LLP	[a]	18749	1276023	04/13/13	Restructuring (HOLD)	\$ 114,440
COOLEY LLP	[a]	18749	1283537	05/11/13	Restructuring (HOLD)	\$ 43,634
COOLEY LLP		18749	1291995	06/12/13	Restructuring	\$ 70,294
CT CORPORATION		8384	500104705800	07/01/13	Legal	\$ 933
DOMNERN SOMGIAT BOO		13517	BD104	06/21/13	Legal	\$ 709
DUFF & PHELPS, LLC	[a]	652	033113	04/30/13	Restructuring (HOLD)	\$ 59,343
DUFF & PHELPS, LLC		652	DP043013	06/19/13	Restructuring	\$ 51,535
EMC CORPORATION		4793	5200226113PO	05/06/13	MIS-IT	\$ 678
EMC CORPORATION		4793	5200226114PO	05/06/13	MIS-IT	\$ 7,506
ESCALATION STUDIOS		18674	130	04/28/13	Product Development	\$ 32,000
FRONTIER DEVELOPMEN		13696	80809A1303POST	05/30/13	Royalty	\$ 14,302
FRONTIER DEVELOPMEN		13696	80809B1303POST	05/30/13	Royalty	\$ 13,777
FRONTIER DEVELOPMEN		13696	80809C1303POST	05/30/13	Royalty	\$ 13,507
HUDSON VALLEY COMPU	[b]	18598	022113C	02/21/14	MIS-IT	\$ (7,000)
OHM SYSTEMS, INC.		16989	3878	06/22/13	Consultant	\$ 4,800
PATENTSERVIS PRAHA		13835	2130131513	06/19/13	Legal	\$ 123
PATENTSERVIS PRAHA		13835	2130131613	06/19/13	Legal	\$ 156
PATENTSERVIS PRAHA		13835	2130131713	06/19/13	Legal	\$ 156
PERELLA WEINBERG PA	[a]	18740	3680820201	03/16/13	Restructuring (HOLD)	\$ 20,000
PERELLA WEINBERG PA	[a]	18740	3680820202	04/03/13	Restructuring (HOLD)	\$ 20,000
PERELLA WEINBERG PA		18740	3680820203	05/01/13	Restructuring	\$ 103,543
PERELLA WEINBERG PA		18740	3680820203EX	05/01/13	Restructuring	\$ 6,946
PREMIUM ASSIGNMENT		18673	050213	06/01/13	Insurance	\$ 3,072
PROTIVITI INC	[a]	18733	9114	04/18/13	Restructuring (HOLD)	\$ 42,635
PROTIVITI INC	[a]	18733	9171	05/19/13	Restructuring (HOLD)	\$ 24,976
PROTIVITI INC		18733	9197	06/12/13	Restructuring	\$ 83,451
RACKSPACE MANAGED H		16440	100880274	06/19/13	Utilities	\$ 35,775
RACKSPACE MANAGED H		16440	910054680	06/19/13	Utilities	\$ (1,157)
SOROKER-AGMON		15240	51927	06/22/13	Legal	\$ 2,292
SOROKER-AGMON		15240	51932	06/25/13	Legal	\$ 3,099
UAB ON5		18644	O42	06/12/13	Product Development	\$ 9,818
UAB ON5		18644	O40	06/15/13	Product Development	\$ 21,600
UAB ON5		18644	O41	06/15/13	Product Development	\$ 28,800
UNITED PARCEL SERVI		778	000072824W20	06/02/13	Distribution & Freight	\$ 62
UNITED PARCEL SERVI		778	000072824W21	06/09/13	Distribution & Freight	\$ 129

Total Post-petition Accounts Payable (Trade)

\$ 1,229,011

[a] Represents the 20% holdback

[b] Represents a deposit made by Debtor, to be applied to the final invoice.

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ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Accounts Receivable Reconciliation	Amount
Total Accounts Receivable at the beginning of the reporting period	\$ 1,152,368
Plus: Amounts billed during the period	651,151
Less: Amounts collected during the period	1,301,873
Total Accounts Receivable at the end of the reporting period	\$ 501,646

Accounts Receivable Aging	0-30 Days	31-60 Days	61-90 Days	91+ Days	Total
Retail A/R	\$ 4,781	\$ 467	\$ -	\$ 1,213,620	\$ 1,218,868
Royalty A/R	636,613	792	101,601	370,325	1,109,331
Total Accounts Receivable	641,394	1,259	101,601	1,583,945	2,328,199
Less: Bad Debts (Amount considered uncollectible)					1,826,552
Net Accounts Receivable	\$ 641,394	\$ 1,259	\$ 101,601	\$ 1,583,945	\$ 501,647

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PAYMENTS TO INSIDERS AND PROFESSIONALS

Of the total disbursements shown on the Cash Receipts and Disbursements Report (MOR-1) list the amount paid to insiders (as defined in Section 101(31) (A)-(F) of the U.S. Bankruptcy Code) and to professionals. For payments to insiders, identify the type of compensation paid (e.g. Salary, Bonus, Commissions, Insurance, Housing Allowance, Travel, Car Allowance, Etc.). Attach additional sheets if necessary.

PAYMENTS TO INSIDERS AND PROFESSIONALS

Of the total disbursements shown on the Cash Receipts and Disbursements Report (MOR-1) list the amount paid to insiders (as defined in Section 101(31) (A)-(F) of the U.S. Bankruptcy Code) and to professionals. For payments to insiders, identify the type of compensation paid (e.g. Salary, Bonus, Commissions, Insurance, Housing Allowance, Travel, Car Allowance, Etc.). Attach additional sheets if necessary.

INSIDERS			
NAME	TYPE OF PAYMENT	AMOUNT PAID	TOTAL PAID TO DATE
Keller, Kristen J.	Payroll	\$ 24,277	\$ 109,248
Mattes, Robert	Payroll	19,167	86,250
Wilson, James W.	Payroll	38,833	174,750
Keller, Kristen J.	Travel & Exp	293	2,367
Wilson, James W.	Travel & Exp	1,502	1,863
TOTAL PAYMENTS TO INSIDERS		\$ 84,072	\$ 374,478

PROFESSIONALS					
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT	AMOUNT APPROVED	AMOUNT PAID	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID*
Akin Gump Strauss Hauer & Feld LLP	2/15/2013	\$ -	\$ 374,882	\$ 661,059	\$ 871,060
Perella Weinberg Partners LP	2/15/2013	-	\$ 80,028	161,577	250,489
Protiviti Inc.	2/15/2013	-	\$ 109,505	292,230	208,063
Hunton Williams LLP	3/21/2013	-	\$ -	218,857	-
Bracewell & Giuliani LLP	3/17/2013	-	\$ 93,986	302,486	114,132
BMC Group	2/15/2013	-	\$ 54,776	54,776	29,844
Imperial Capital Loan Trading, LLC (Collateral Agent)			\$ -	5,000	-
Cooley LP [a]	2/15/2013	-	\$ 249,373	249,373	328,990
Duff & Phelps Securities LLC [a]	2/15/2013	-	\$ 24,503	24,503	160,975
TOTAL PAYMENTS TO PROFESSIONALS		\$ -	\$ 987,053	\$ 1,969,860	\$ 1,963,552

* INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

[a] Official Committee of Unsecured Creditors Professional

POST-PETITION STATUS OF SECURED NOTES, LEASES PAYABLE AND ADEQUATE PROTECTION PAYMENTS

NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENT DUE	AMOUNT PAID DURING MONTH	TOTAL UNPAID POST-PETITION
Alden Global Value Recovery Master Fund, LP	\$ -	\$ -	\$ 2,070,501
475 Building Company	26,843	26,843	-
GPPG, LLC [b]	2,194	2,194	-
Standard Parking Company	-	-	-
Westwood Terrace, LLC [a]	-	-	-
TOTAL PAYMENTS		\$ 29,036	\$ 2,070,501

[a] Lease expired on 04/13

[b] Atari terminated lease for San Francisco Office 05/13

In re Atari, Inc., et al.
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DEBTOR QUESTIONNAIRE

Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.		Yes	No
1	Have any assets been sold or transferred outside the normal course of business this reporting period?		✓
2	Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		✓
3	Is the Debtor delinquent in the timely filing of any post-petition tax returns?		✓
4	Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		✓
5	Is the Debtor delinquent in paying any insurance premium payment?		✓
6	Have any payments been made on pre-petition liabilities this reporting period?	✓	
7	Are any post petition receivables (accounts, notes or loans) due from related parties?		✓
8	Are any post petition payroll taxes past due?		✓
9	Are any post petition State or Federal income taxes past due?		✓
10	Are any post petition real estate taxes past due?		✓
11	Are any other post petition taxes past due?		✓
12	Have any pre-petition taxes been paid during this reporting period?		✓
13	Are any amounts owed to post petition creditors delinquent?	✓	
14	Are any wage payments past due?		✓
15	Have any post petition loans been received by the Debtor from any party?		✓
16	Is the Debtor delinquent in paying any U.S. Trustee fees?		✓
17	Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		✓
18	Have the owners or shareholders received any compensation outside of the normal course of business?		✓

Explanations

(6) All payments made on account of pre-petition liabilities were for allowed items pursuant to a Court approved first day motion (i.e., employee expenses or employee benefits).

(13) Certain post petition amounts are past due because of untimely receipt of invoices and supporting documents. Amounts will be paid upon review and approval of such invoices.